Disney

THEY DREW AS THEY PLEASED

THE HIDDEN ART *of* DISNEY'S LATE GOLDEN AGE

THE 1940s - PART TWO

BY Didier Ghez

FOREWORD BY Andreas Deja

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Concept painting for “The Dance of the Hours” featuring Hyacinth Hippo and Ben Ali Gator.
Courtesy: Hake’s Americana & Collectibles.

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The Hidden Art of Disney's Late Golden Age

THE 1940S—PART TWO

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CHRONICLE BOOKS

SAN FRANCISCO

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Library of Congress Cataloging-in-Publication Data available.

ISBN: 978-1-4521-5193-9 (hc)
ISBN: 978-1-4521-6407-6 (epub, mobi)

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Chronicle Books LLC
680 Second Street
San Francisco, California 94107
www.chroniclebooks.com

Character design for a Lost Boy in *Peter Pan*. Courtesy: Heritage Auctions.

All of the artwork featured in this volume comes from the Walt Disney Animation Research Library or the Walt Disney Archives, unless specified otherwise in the captions.

To my wife, Rita Holanda Ghez:
I wished upon a star and met the fairest one of all.

Tinker Bell from an early model sheet for *Peter Pan* by Jack Miller.

Storyboard sketch by James Bodrero. The elaborate *Dumbo* sequence "The Mouse's Tale" did not make it to the screen.

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FOREWORD

During the golden age of animation, Walt Disney asked for the formation of an in-house branch that would be responsible for all sorts of preparatory artwork in support of his animated features as well as short films.

Some of Disney's animators felt a sense of jealousy toward other studio artists who were part of a group working in the newly created Character Model Department. While the animators' main drawing tool was only a pencil, members of the Character Model Department were free to use any artistic medium they desired, from pastels to watercolors, from pen and ink to the creation of three-dimensional character sculptures. Self-expression was encouraged, as is evident in the pages of Didier Ghez's third beautiful volume of *They Drew as They Pleased*. Individual personal styles emerge with each chapter.

Eduardo Solá Franco created rich Dali-esque watercolors for an unproduced *Don Quixote* project. Johnny Walbridge's surreal sense of humor comes through in his experimental designs as well as actual story work involving the clowns from *Dumbo*. Jack Miller had an extraordinary feel for clear staging, as is evident in his masterful story drawings for "Baby Weems." Campbell Grant invented whimsical gag drawings for some of *Snow White*'s Dwarfs and model sheets featuring lively poses of ostrich dancers, inspired by Edgar Degas's work. James Bodrero's expertise in depicting horses led to assignments for *Fantasia*'s "Pastoral" sequence, which included groups of centaurs. He also provided unique character development for a screwy horse in *El Gaucho Goofy*. Martin Provensen's graphic range is evident in his cheerful sketches of circus animals for *Dumbo* and in the influence of Russian folklore illustration for *Peter and the Wolf*.

Within the confinements of an increasingly specialized animation studio, these artists expressed themselves freely and individually. The search for new looks and fresh designs was paramount during the 1930s and '40s, as long as the art represented the overall vision for the film's story.

Yet animators like Frank Thomas and Ollie Johnston used to complain about the fact that the work done by the Character Model Department couldn't be applied to their character animation. The animator's craft dealt with lines and shapes, and for the most part the characters' final look on film represented that aesthetic. Nuanced shading or bold sketchy lines were almost impossible to replicate on painted cels. And even though films like *Pinocchio* and *Fantasia* included various dry- and airbrush techniques, these procedures occasionally resulted in unintentional flickering when projected onto the screen. They were also very costly.

Sketches from an early model sheet from *Peter Pan* by Jack Miller.

Thankfully, Disney supported the idea of thinking "outside of the box," particularly during the preliminary stages of production. A forceful pastel sketch or a soft watercolor painting just might trigger a new way of looking at the production's design and characters.

During my tenure at Disney I had the good fortune to work and interact with the former head of the Character Model Department, Joe Grant, who had returned to the studio after several decades of absence. At that time, Joe contributed unique visual ideas for stories and characters. He worked on such films as *Beauty and the Beast, Aladdin*, and *The Lion King*. I once asked him how he would compare his early years at Disney to the current times. His answer: "Oh, it was the same in many ways. We too had politics, disagreements, and frustrations. But we drew better then."

So let this latest entry in Didier Ghez's unique book series serve as a reminder of the high standard that Walt Disney and his artists had for creating visual worlds within the animated medium.

–ANDREAS DEJA

THE STORYTELLERS

DURING THE ANXIOUS MONTH of December 1935, while the studio muscled toward *Snow White and the Seven Dwarfs*, Walt Disney summarized in two sentences what he then saw as the primary challenge in producing both popular and artistic films for a wide audience: "Without good stories, we cannot make good pictures. Without well-prepared stories, we cannot make the pictures efficiently."[1]

A little over a year later, in early 1937, with less than twelve months before the release of his first animated feature, Walt intensified his focus on this seminal issue. His story team was strong and he was a genius when it came to building powerful and entertaining stories. But this was not enough. To ensure its storytelling future, the studio needed to locate or to develop more good tales and endearing characters from scratch. To achieve this unique goal, Walt decided to establish two new departments in his quickly growing company—the Story Research Department and the Character Model Department.

STORY RESEARCH

Story Research first saw the light of day on February 15, 1937, under the guidance of John Clarke Rose.[2] Rose was a former artist who had studied at Chouinard Art Institute, and at the Grand Central School of Art in New York under Pruett Carter. He was also an alumnus of Dartmouth whose friends there included Dr. Seuss, aka Theodor Geisel. By 1936 he had been convinced to join Disney by Phil Dike and Don Graham, two friends from New York who were now working for Walt.[3] He no longer saw himself as a professional artist and took his newfound executive responsibilities seriously.

For a small studio like Disney, taking on feature-length movies was a huge gamble. Each one had the potential to bring the studio close to bankruptcy. Rose imagined the Story Research Department could minimize risk:

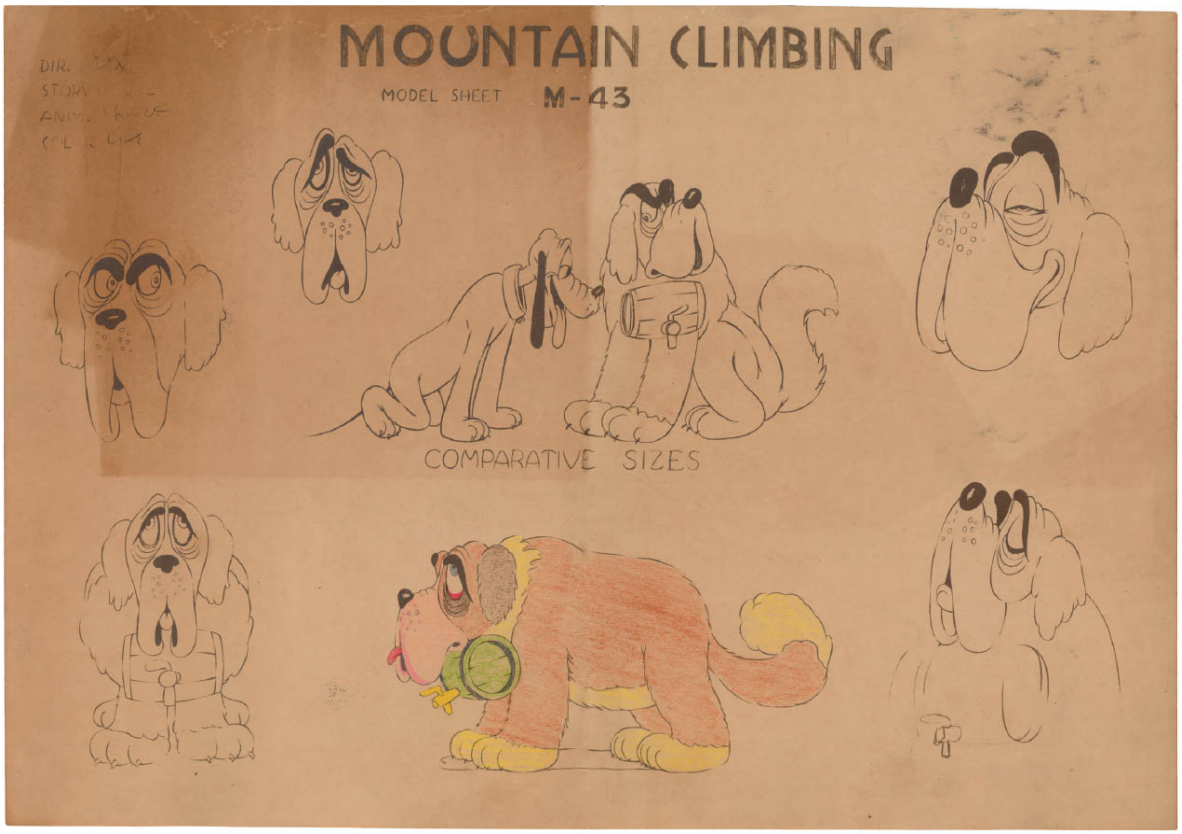
Caricature of the head of the Story Research Department, John Rose, by Jack Preston for the studio newsletter *The Bulletin*.

> The path of a picture in production is strewn with unforeseen pitfalls. In the past, many of our short subjects ran into unexpected snags which made it necessary to shelve the picture indefinitely or tear it down and rebuild it, or push it through with a prayer. Much of *Snow White* was tossed out in mid-production. *Pinocchio* had been under way for several months when glaring errors appeared, necessitating a complete overhauling.
>
> As a form of insurance against these hazards, Walt has been developing a unique research laboratory whose most important function is to discover and eliminate story weaknesses in advance of animation production.[4]

This lofty plan was ultimately wishful thinking on John Rose's part. The story researchers were principally tasked with reading hundreds of stories, writing synopses, tracking down information regarding copyrights, and securing appropriate rights to the most promising narrative material. To John's credit, Story Research did all this with efficiency.

In 1938, following the release of *Snow White*, Rose's department secured priority rights, under the auspices of the Motion Picture Association of America, to no less than two dozen story titles that could be used for future features. Among them were *Alice in Wonderland, Uncle Remus, Chanticleer, Cinderella, Don Quixote, Jack and the Beanstalk, King Arthur, Peter Pan, Wind in the Willows, Robinson Crusoe*, and even *The Rubaiyat of Omar Khayyam*.[5] In addition, John's story research team, which by mid-1939 included at least Inez Henderson, Mary Goodrich, Eva Jane Sinclair, and Diana March, produced hundreds of reports on stories that could be used for shorts or features.[6]

John Rose had played his cards well, and his responsibilities, in addition to Story Research, now encompassed Comic Strips, Publicity, Promotion, Radio, and Fan Mail.[7] His career growth reflected the exponential growth of Disney at the time. The studio was busy working on so many new projects—including *Pinocchio, Fantasia, Bambi, Peter Pan*, and *Alice in Wonderland*—and had hired so many artists and craftspeople, that by March 1939 it was spread over three different locations. The main studio remained on Hyperion Avenue. A studio at 861 Seward Street hosted the *Bambi* and *Alice in Wonderland* story teams, and 1717 N. Vine Street housed John's team, along with the Engineering and Training departments.[8] It would take the move to the new studio in Burbank at the end of 1939 for all to be united under one roof.



Walt loved this model sheet from *Alpine Climbers* (1936) drawn by Joe Grant and Ferdinand Horvath, which caricatured not just the shape but also the personality of the St. Bernard.

THE CHARACTER MODEL DEPARTMENT

The Story Research Department had not been a revolutionary idea on Walt's part. Similar departments existed in the other Hollywood studios. The Character Model Department, however, was a truly unique concept—one that only made sense at Disney. It officially saw the light of day on October 11, 1937,[9] but as was often the case, the underlying inspiration had taken several years to mature in Walt's mind.

In December 1935, in a memo addressed to Dave Hand, Walt had suggested:

> We should try to develop models of the characters that express more actual personalities, or caricatures of personalities. I do not mean caricatures of prominent personalities, but bringing out a caricature of the personality we are trying to express . . .

I think we should utilize the talent of [story artist] Joe Grant for the making of these models. A good example of what I mean is in the model of the St. Bernard dog to be used in the Alpine picture [*Alpine Climbers*]. We had practically every sketch artist try a model on the St. Bernard dog, and in my opinion there were only two who achieved a real caricature of the St. Bernard. Joe Grant drew the face that seemed really to express the caricature that a St. Bernard suggests to a person, and [Ferdinand] Horvath had the feeling in the body that a St. Bernard seems to give the person looking at him. I think it will be very helpful to the animators if Joe handles most of these models. A different personality will be picked up from the sketch that Joe gives them. I recommend that we immediately put Joe to more use on this end.[10]

Joe Grant teaching caricature at Chouinard in January 1937. Courtesy: Linda Gunn.

It was still too early, however, to set up a new department under Joe's tutelage. Walt and his artists were too busy making *Snow White and the Seven Dwarfs*. They had to remain focused on the overwhelming task at

hand and had no time to build what would become the studio's "story incubator."

By October 1937, however, things looked radically different. *Snow White* would be released just two months later. Walt came down the hall and asked Joe, "What are we going to do for an encore? We've got to set up a department."[11]

Joe was the son of a talented illustrator and magazine art director, George Grant. He had spent his whole childhood surrounded by his father's collection of art books, which included the works of Honoré Daumier, Gustave Doré, Ludwig Richter, Heinrich Kley, and many others. He was an intellectual and a gifted caricaturist. He was the perfect choice to build the new department.[12]

Armed with great taste, Joe hired the best of the best. His character design team soon included Albert Hurter, Kay Nielsen, Bill Wallett, Fini Rudiger, Johnny Walbridge, James Bodrero, Jack Miller, Campbell Grant, Martin Provensen, Earl Hurd, Dun Roman, Mary Blair, and a few others.

The Character Model Department, initially located on the second floor of a bungalow behind the animation building, quickly moved to the second floor of one of the apartment buildings adjacent to the studio parking lot, on Griffith Park Boulevard.[13] Its area of expertise rapidly grew beyond what its name implied.

"'Model Department' was the wrong name," explained Joe Grant. "Walt called it his think tank. They were inspirational drawings. They were ideas. [Walt] used us like a brain trust. We'd have a board full of ideas, and he'd pick something, and enlarge on it. He'd come back two or three times a day. He'd discuss it. . . . It was something to stimulate artists."[14]

But it went even further. The Model Department soon became a sort of parallel Story Department, which handled all sorts of projects, except for the traditional Mickey, Donald, and Goofy shorts.

> "At first we just drew models," recalled Martin Provensen. "And then, little by little—largely, I think, because Joe was such a good storyman—he got into story, and we found ourselves doing

storyboards. Designing models was just an aspect of the whole thing."

I remember in *Pinocchio*, I think it was [Aurelius Battaglia] who did a sequence, a speculative sequence of the cat and the fox. It was marvelous, and Joe showed it to Walt, and it was instantly picked up. It was through things like that that little by little the Model Department—actually, quite quickly, as I remember—became a story department. It was almost entirely Joe. And then Dick Huemer came in, who was a story man, and he and Joe actually wrote lots of stuff; and the rest of us were there to draw the storyboards for it. It happened like that.

It was a delightful atmosphere to work in. The Model Department was a little bit different from the rest of the studio; it was a little bit outside of it, in the sense that we weren't under the pressure that the regular animation department was totally under, with daily footage. There was also the fact that the people in the Model Department were, even in a society of screwballs, outstandingly screwballs.[15]

Joe Grant sensed that the path to both his and the studio's success was to stimulate Walt's imagination. To achieve this, he engaged his artists with a wide range of cultural experiences, particularly visual art, as he explained many years later:

When I came there, with rare exceptions, they had no knowledge at all . . . that there was a Europe, that there was another art besides this. [I brought in] Heinrich Steiner, Wilhelm Busch, German art, more of the romantic period. I was lucky because I had a father who was an artist. Heinrich Kley was a household [name]. The opportunity to use [Kley's characters as inspiration for the characters in "The Dance of the Hours"] in *Fantasia* was a natural. Walt went out and got a collection of his stuff, sketchbooks. He thought it could be very helpful to all his artists to see it. The whole idea was one of constant experimentation. I kept that whole Model Department rolling with, "Try this, try that."[16]

Joe Grant's approach was extremely unusual and the artists who were part of his inner sanctum—James Bodrero, Jack Miller, Campbell Grant, and Martin Provensen—loved it.

Martin Provensen did an excellent job of summing up what made the department such an attractive concept to him and his peers:

> I think the other story departments did wonderful, inventive things, but the Model Department was the most outside the frame of Disney's, because of Joe, again, and the kind of people he was attracted to . . . The rest of the studio ran on wheels, and fitted, I believe, much more closely. They started with something that was closer to the Disney image to begin with. Joe was never averse to beginning way out in left field and pursuing it, and it would be thrown out automatically at some point. But meanwhile, we had tried to do a whole sequence in the style of, let's say, Paul Klee, or Heinrich Kley, the German we all fell in love with at some point. We would jump from inspiration to inspiration that way, in the Model Department. I don't have the recollection that the other departments did that, to that degree.[17]

Sculptor Charles Cristadoro at work on a model of Geppetto.

EXPERIMENTS IN THE THIRD DIMENSION

Experimentation did not limit itself to creating sequences in the style of the masters or using new techniques in story board sketches, like pastels or light thin oils: One of the most revolutionary innovations introduced by the Model Department was the systematic production of three-dimensional models to help guide the animators.

The idea wasn't new. In 1936, Ferdinand Horvath had built a model of The Old Mill; Ken Anderson had designed a model of the Dwarfs' cottage for *Snow White*, and Harold Helvenston had sculpted models of the Dwarfs themselves.[18] Joe Grant, for his part, had created a W. C. Fields puppet, as well as clay models of both the witch from *Snow White* and a Harpo Marx bird, which he brought to a caricature class he was teaching at Chouinard in January 1937. "The reason I made these clay models," explained Grant, "is that knowing the figure [I] had to animate, I wanted to get at the characteristic mannerisms of the character. I wanted to get a feeling of the 'take' and all the things that go with it."[19]

Walt Disney was aware of those experiments. He also knew that the studio needed to move beyond them. Puppeteer Bob Jones, who along with Jack Miller had been one of the first artists to be recruited by Joe Grant to form the basis of the Model Department, brought Disney the answer. In an interview with historian Dennis Books, Bob Jones explained how Charles Cristadoro came to join the studio in March 1938:

> One day Walt came in looking at the model sheets, and [he] said, "These are okay to set the character design, but they don't help an animator who has been drawing here for three years on *Snow White* and has to draw Pinocchio. We have to reduce the time it takes to get the feel of a new character, a quicker way." [I] responded, "Did you ever think about getting a sculptor and making an eight-inch statue of Pinocchio, and then reproducing him in the final costume, painted with the right color, so an animator can look at this thing

> and turn it around and inside of three or four days he'd get a feel for Pinocchio and really get inside the character?" Walt said, "Do you know one?" [I] responded, "Yes, I do," and Walt said, "Hire him."[20]

The models Cristadoro sculpted were composed of a heavy, oil-based clay, known as Plasticine. Bob Jones needed a way to get them mass-produced to distribute them to the animators. Another one of his friends, Ted Kline, an expert at reproducing complicated shapes in plaster, provided the solution. And one of the members of Disney's Ink and Paint Department, Helen Nerbovig, was asked to help paint the resulting figurines.[21]

Shirley (Lorna) Soderstrom tackles a delicate sculpture of Figaro.

Duke Russell gives the finishing touches to a model of Hyacinth.

Throughout 1938, the three-dimensional arm of the Model Department mostly focused on *Pinocchio*. As preproduction ramped up on *Fantasia* toward the end of that year, Bob Jones knew that his team needed to expand. He hired his brother Bill on the third of October to help him run the department, and then he started looking for new sculptors. In January 1939, he recruited three: Shirley (Lorna) Soderstrom, Duke Russell, and Del Connell.[22] Based on the model sheets developed by James Bodrero, Jack Miller, Martin Provensen, Campbell Grant, and Johnny Walbridge, they produced dozens of three-dimensional characters—fauns, cupids, centaurs, and centaurettes for *Fantasia*; circus characters for *Dumbo*; Peter, Wendy, the kids, and Nana for *Peter Pan*; Mr. Toad and Angus MacBadger for *Wind in the Willows*; Lady for *Lady and the Tramp*; and the dragon and the knight from *The Reluctant Dragon* were a few among them.

And since the animators also needed to visualize props in three dimensions, the mission of Bob and Bill Jones's team expanded yet again.

"[Layout artist] Ken Anderson [had] approached me," remembered Bob Jones, "and said, 'In *Pinocchio*, I have an awful time. I'm trying to make a gypsy wagon and every time we draw it, it looks like a fat lady going upstairs. What can we do about it?' So I immediately thought of models and, on my own time, I built a Gypsy wagon model and made a treadmill with bumps on it."[23]

Historian J. B. Kaufman goes into further detail about how the models directly influenced a key scene in *Pinocchio*:

A candid shot of Bob Jones in Joe Grant's office, surrounded by Joe Grant's concept drawings for *Fantasia* and for the abandoned projects *Lorenzo* and *Inspector Bones*. Courtesy: David Lesjak.

> Bob Jones built two miniature wagons, complete with suspension systems, a tiny lantern, and other props. The wagons were then filmed in 35mm against a neutral background, rolling over a rough surface that simulated the road in the background paintings. The individual 35mm frames were then blown up as washoff relief cels, which were painted as usual and used in the finished scene. For scenes that combined these wagons with character animation, the technicians made photostats from the 35mm frames; the animators used the photostats as guides to keep their characters in register. In

> the finished film, audiences saw Pinocchio and the Cricket escape from the back of the wagon that rolled with convincing weight, mass, and solidity.[24]

From the gypsy wagon, Bob moved on to model the interior of Monstro the whale and the cage in which Pinocchio is kept prisoner by Stromboli. He even constructed working models of music boxes and cuckoo clocks from Geppetto's workshop.

The possibilities were endless and the border between character models and special effects became less noticeable. For example, model maker Wah Ming Chang, who had been hired in March 1939 by the Special Effects Department and worked on the gypsy wagon with Bob Jones, ended up developing the snowflakes that floated down in "The Nutcracker Suite" in *Fantasia*.[25] As was often the case at Disney, one idea led to another, and the functions of each department soon overlapped.

Bill Jones, Bob's brother, surrounded by model sheets of *Pinocchio*. Bill was hired on October 3, 1938, to help run the three-dimensional arm of the Model Department.

THE IVORY TOWER

Unfortunately, the three-dimensional models of the characters were not always well-received by the animators. "[The animators] felt the models held them back, [and] that they were more or less restricted by that one form in them," explained Joe Grant. "Some animators welcomed [them] as a tool, and other animators resented them as being restrictive, and declared [them] unnecessary. It was never [my] intention that the models should represent the only proportions that a character could assume. They were originally made for the assistants and inbetweeners more than the animators. [Bill] Tytla and [Milt] Kahl loved them. [Ward] Kimball and others resented them."[26]

The rejection of the three-dimensional models was symptomatic of a much deeper issue. While Walt loved the Character Model Department's inventiveness, Joe Grant and his team were not popular with everyone at the studio.

Bob Jones explained how Joe Grant would inadvertently generate rivalries in story meetings:

> [He] used to drive the animators absolutely up the wall. . . . They'd be in a story meeting and they would hit a lull and Joe would say, "Well, Walt, here's something sort of interesting." And Walt could be ignited by a sketch, a piece of sculpture, any little thing. And it was so thrilling to be around him. Maybe once every two weeks, he just would catch on fire and about a hundred ideas would come pouring out of his mouth. Maybe ninety-eight percent of them wouldn't be very good, but Joe seemed to have the faculty of zooming onto those, and so did the other fellows.
>
> But the thing that was so unfair to the animators was that they'd show this lovely little pastel drawing and Walt would just flip over it and he'd say, "This is what I want you guys to do," and with line drawings you just can't do it.[27]

The resentment against Joe Grant's department had even deeper roots.

"One of the things that you have to remember," explained Joe, "is that [Walt] used to come to the department every day. As a result of that the impression was that we were fair-haired boys, that we could do no wrong. That wasn't really the attitude, unless it was extended out by some of the people who worked for me. It was the excitement of being at the beginning of one of these things, like *Fantasia*. All the enthusiasm was right in there. But they misread the whole thing, as though we were everything and they were nothing."[28]

Of course, as Joe admitted, part of the problem came from him and his team:

> [Writer] Dick [Huemer], and myself, and Martin [Provensen], and [Jim] Bodrero: these people had read, they were intelligent, they knew music and literature, and they were good conversationalists.

> They were universal people, in their knowledge. I would admit that we were great snobs, that we looked upon these guys [the animators] as a hundred percent yokel. There was no changing them. We were roundly hated for it.[29]

And the fallout was clear. When the failures of *Pinocchio* and *Fantasia* at the box office and the war in Europe forced Disney to cut costs during the early part of 1941, one of the first departments to be disbanded was the Character Model Department.

On May 15, 1941, animator Ward Kimball rejoiced in his diary:

> I guess the end of the Roman Empire has come. Joe Grant's world is toppling above him. He's been moved out entirely [of] the whole wing he was once captain of. Put down with [producer] Ben Sharpsteen. Oh! Oh! I can remember asking, along with a lot of others, "How long will the tyranny of the Model Department last?" It's gone! But a memory. Joe made the mistake of cultivating enemies instead of friends, so he had no one to help him when he fell. We make our own model sheets now, moving them up, rubber stamp them [sic]. No more "O.K. J.G."[30]

The Character Model Department was gone, but its deep-rooted influence was long-lived. Most of the members of the team that had operated under Joe Grant remained at the studio until the mid to late '40s and brought their unconventional creative approach to the best Disney projects of the decade. Writer Dick Huemer, who had teamed up with Joe Grant to write *Dumbo*, a movie that saved the studio from bankruptcy, would carry on working with Joe for most of the 1940s. And because so many of Disney's features had been in development before 1941, the Model Department's influence was also felt on many of the features and featurettes released by Disney until the mid-'50s, from *The Adventures of Ichabod and Mr. Toad* to *Peter Pan* and, Joe Grant's baby, *Lady and the Tramp*.

Joe's story has a fascinating epilogue: He would end up taking an active part in the new golden age of Disney animation in the 1990s and would inspire a whole new generation of artists when he rejoined the Disney studio at the very end of his career.

Early design by Del Connell for the character that ultimately became Aunt Sarah in *Lady and the Tramp*. Courtesy: Kelly and Brady Connell.

Painter Helen Nerbovig with some early character models. Courtesy: Jorjana Kellaway.

1

EDUARDO SOLÁ FRANCO

"Eduardo—a fantastic character—would fill a whole [story] board in one day."

—EXECUTIVE JOHN ROSE ABOUT EDUARDO SOLÁ FRANCO

Eduardo Solá Franco and his illustrated diaries. Paris, 1953. Courtesy: Rodolfo Kronfle and Luis Savinovich Sotomayor.

The story of *Don Quixote* revolves around a series of delusions, self-aggrandizements, and misunderstandings. The tale of the immensely talented Eduardo Solá Franco's short career at Disney is plagued by the very same themes. Hence the great irony, as the Ecuadorian artist had been tasked with adapting Cervantes's classic to the screen. The man who had handed Solá Franco this all-but-impossible task was the head of Disney's Story Research Department, the infamous John Rose. In an interview with historian Michael Barrier, Rose explained the unique circumstances through which Eduardo joined the department:

> There was a brilliant young Ecuadorian, who came to Hollywood with an introduction to me from one of my old classmates at the Grand Central School of Art, where this guy, from Ecuador, had studied. I recognized the distinctive flair and style he had—quick sketch things. He came with a bound volume of watercolors—wonderful, spontaneous, just like story sketches in their spontaneity, recording his experiences in New York, like a diary. Since he was a well-educated Latin, I figured, here's a boy I can use to cut through on *Don Quixote*. I always thought of *Don Quixote* as our coming-of-age picture.
>
> I was making my own budget, but I knew damned well I could not add to our overhead with another storyman unless I made a thing of it to go to Walt. I could hire a secretary without having to check with Walt or Roy, so I hired Eduardo Solá Franco and carried him on my staff as, to all intents and purposes, a secretary. But I set him aside and just let him turn out, in terrific fashion, all his own storyboards for *Don Quixote*. I didn't even have an idea what the hell kind of a storyline we were even going to do; I just knew that this was something we had to do, sooner or later. Eduardo—a fantastic character—would fill a whole [story] board in one day. He didn't use the story sheet size; he took the full animation sheet size and went to town. The Tytlas and the others got wind of it and came over to see what was going on, and they were flabbergasted. I kept

> plugging the idea to Walt, of *Don Quixote*, but I used to tell the guys that when we really come of age, and we're ready to go full out, this will be our tour de force, this will be it.[31]

Eduardo Solá Franco was born on October 16, 1915, in Guayaquil, Ecuador. His family was well-off and well-traveled. Before reaching his teens, Eduardo had already spent time with his parents in Spain (his father, José Solá, was from Cataluña), France, Belgium, and Italy, and he had mastered various languages, including Spanish, Catalan, and French (he would learn English later). His parents noticed his artistic talents and encouraged their son to follow his vocation and to study with great masters. At seventeen, he was already inaugurating his first exhibition, in Guayaquil. By 1935, he was studying at the Grand Central School in New York, before moving in 1937 to the Academy of Art in Warsaw. And in 1939, he decided to go back to the United States, to Hollywood this time, where he arrived in March.[32]

In Los Angeles, Solá Franco was quickly hired by director Frank Lloyd to create renderings and concept paintings for the liveaction movie *Rulers of the Sea*, produced by Paramount. Through the recommendation of friends from New York he also met John Clarke Rose, head of Disney's Story Research Department. Rose loved Solá Franco's paintings and decided to recruit him.[33]

When Eduardo joined the Disney studio on May 24, 1939, however, he likely didn't realize that officially Rose had had to hire him as a secretary and not as a storyman. He was also oblivious to the fact that collaboration was at the heart of the animation business, and he was convinced that he would be fully in charge of the creative aspects of the *Don Quixote* project, with no intervention from anyone else.

MISUNDERSTANDINGS

Many years later, when he wrote about how he had been lured to the studio by Rose, he was still unaware of all the misunderstandings. In his autobiography, *Al Pasar*, released in 2008, he recalled:

One afternoon, the slim silhouette of John Rose showed up . . . while I was finishing one of my last paintings for Paramount. He looked at it, found it original, and repeated that my place was at Disney.

The next day he came to pick me up in his car and took me to the main Disney studio [on Hyperion Avenue] where the artists who create the characters and the backgrounds were located. I was impressed to be able to get to know good artists who greeted me with interest and curiosity after having seen the work I brought with me . . . I met Kay Nielsen, whom I considered as the best illustrator of kids and fantasy books: he had a decorative style that reminded me of that of my teacher from Barcelona, Lopez Morello, ornamented and stylized to the extreme, with very special colors. They were beautiful . . . There were also other good illustrators—Phil Dike, who, as it was, seemed old without actually being old, and had a mysterious streak in his work; Jack Miller, Martin Provensen, and Jim Bodrero were others among the "special" ones.

John, after realizing that the other, more refined artists, had liked my work, took me to dinner a few nights later with some of them in a fashionable restaurant, in which each table was occupied by successful actors or directors; I believe the name might have been "Sardi's" and that's where he offered me to work for the Disney studio, telling me that I was the only one who could handle a project, secret until that point, that studio's management had and for which I could handle the script alone as well as all the preliminary drawings. On another night, in another famous restaurant but with no friends around the table, he told me that the project was nothing less than an animated version of *Don Quixote* and that I was the most suited to handle it. I could not believe what was offered to me! It was huge! Colossal! A dream come true! . . .

I answered him that I was well treated by Paramount and that they paid me well. That I liked the work I was doing for them, that it was showcased immediately, etc. He told me that Disney would pay me twice as much as Paramount and that the prestige of creating single-handedly the script for a pioneering movie, elaborated completely by myself, was something that was to be accepted right

away since the opportunity was made in heaven and . . . that I was a genius. He told me this often in [Disney's] Vine Street studio, where he had his office. I would be, for the moment, the "secret genius" of the studio, since one should not talk about this project, and that eventually all the great artists that I admired would work for me once the movie continuity had been worked out, with my vision defining how the characters as well as the Spanish backgrounds from the time of the Quixote should be interpreted.

Despite this "colossal" offer I asked John for a few days to analyze it properly. It was difficult to decide. It seemed too much . . . just "too much!" . . . In the end, I decided to call John and to tell him that I accepted his offer.

Jovial, with his booming voice, he introduced me to those who would work with me in the Vine Street studio and to the person who would be my assistant with a right to shape my ideas.

Diana March, who worked closely with Solá Franco on the abandoned *Don Quixote* project, is featured in his illustrated diary. Courtesy: Rodolfo Kronfle and Bibliothèque Nationale de France.

> [John also] showed me where I would work for the upcoming few months: two large rooms with high windows and drawing tables, watercolors, pastels, oil paintings, and easels too. I started to write down right away the various ideas that I had elaborated since John had started mentioning the *Quixote*.[34]

Unaware of the misunderstandings and oblivious to what he would later perceive as John Rose's duplicity, in his first weeks at the studio, Eduardo was as enthusiastic as could be. On May 27, 1939, he wrote in a letter to his father:

> Believe me: I am so interested in my job that I can't sleep due to the quantity of ideas that I have. I don't know where to start to describe them. I work with a very interesting woman, a writer called Diana March. She is married to one of the executives of the studio [layout artist Arthur Heinemann]. She is very talkative and we are both enthusiastic about the way we will develop the script. For now I left her a little stunned because in one hour I did work that would have taken her a month. Modesty aside, when I start imagining things, no one is better than I am. During two months she studied all the *Quixote* books, took notes, catalogued all the scenes, and when I arrived she had a large number of characters, adventures, and travels, all of which was impossible to coordinate and to integrate in a script. I read her notes, the personality that she gave to each character and the philosophical point of each action and did not agree. I wrote some notes, a critique, and a plan to organize the scenes, to keep the audience interested, reach a climax and prepare the finale. The book contains an astounding amount of details, but from a theatrical standpoint there is no real structure or focal point and this is what I plan to create. For the time being I have given shape to the whole picture, I have drawn the first section and I have prepared a small script to give unity to the movie. I am discovering the psychology of each of the characters after having drawn them, and therefore I combine both things. On Wednesday [May 30] we will start to work together and to shape the story. Up until now we are busy entertaining ourselves like crazy by imagining all the details, by

> acting and by moving arms and legs to define the different characters. I was Sancho and she was the Quixote, and we found a *great* way for him to walk. I removed various scenes that are not necessary. After all, if they ever make the movie, it will only last for an hour and something.[35]

FRIENDSHIP

Not only was Eduardo enthused by his work, he was also starting to establish some solid friendships. On June 7, 1939, he wrote to his mother:

> This morning everyone was smiling and nice . . . A Viennese girl, as Viennese as they get, was painting in the room next door. She visited me this morning and thought my work was stunning. I like her entertaining caricatures which are full of personality. I hope she will become a friend.[36]

The woman was Fini Rudiger and she quickly became Eduardo's friend. She had been born Josefine Vogelbaum in Vienna, Austria, on November 25, 1914. Trained as a commercial artist, she had become a successful theater actress in the early '30s, under the name Josephine Rudiger, and acted in the 1934 movie *Masquerade in Vienna*. Being Jewish, however, she realized that her career prospects in Austria were extremely limited, and she decided to immigrate to the United States in August 1937, at the age of 22. She spent her first two years in New York and Los Angeles creating publicity artwork as well as background paintings for department stores, and she illustrated a small children's book, *The Story of Li-Lo*. While in California, a friend brought her portfolio to the attention of the Disney studio. She was hired on May 15, 1939, just one week before Solá Franco, becoming the second female member of Joe Grant's Character Model Department (sculptor Shirley Soderstrom being the first). Despite being part of Joe Grant's department from day one, due to lack of space at the main Hyperion

studio, she was temporarily located on Vine Street, where Eduardo was also working. Along with Diana and Art Heinemann, Fini was at the center of Solá Franco's social universe in Hollywood.[37]

Solá Franco's caricature of members of the Character Model Department. Courtesy: Rodolfo Kronfle and Bibliothèque Nationale de France.

THE QUIXOTIC QUEST

The day he first met Fini, Eduardo was still full of enthusiasm for his new project, even if he had a little bit of difficulty adapting to the practical constraints of the "big" studio:

> Working hours are from eight-thirty until five-thirty, with an hour for lunch. John told me that later on I could work from home but that during the first days one had to stick to the rules. I leave the studio at six-thirty since it is difficult for me to stop when I am very inspired. Until now this is not work. Everyone comes to talk to me. I go from an office to another, I play my music records, and I am

> happy as can be when I realize that I am working on *Don Quixote*. Mammy, when this movie becomes a reality my name will be known all over the world! I let my imagination flow and I have already created a long series of marvelous scenes . . .
>
> Each detail, each scene, will be a painting, a work of art. The scenes on the road and the backgrounds are inspired by El Greco. The scenes from the enchantment and the characters are inspired by Goya. The scenes in the palace, the interiors and the costumes remind us of Velazquez . . .
>
> I would like you to see what it is to resurrect the marvelous work of art that this book is and to display all of Spain and its art on the screens of the world. They may not start actually working on this movie until a long time from now, since they are currently working on *Fantasia, Pinocchio*, and *Bambi*. But if I show them something that is really good, maybe they will start earlier than expected.[38]

A week later, however, the reality of life at the studio started to sink in. Collaboration was at the center of the creative process. No one owned an idea—a concept that was especially true at the story stage. Eduardo was not prepared to give up control of his ideas into an ensemble of concept artists. Moreover, John Rose's highly political persona at the studio did not help Eduardo ease into this new work environment.

On June 14, Eduardo explained to his mother:

> On Saturday I went to Diana and Arthur Heinemann's house in Santa Monica. On Sunday, John arrived in a mood that was not conducive to him listening to us describing our progress on *Don Quixote*, nor to getting guidance and completing it without worries. After a short while people started arriving and it became impossible [to talk to John]. Around eight in the evening, people were coming in and out, some from the private beach, some from the living room, the veranda, or the kitchen. When they left, a writer from *Collier's*, one of his female friends, and John were the only ones left. Tired and in a foul mood John decided that he wanted to hear about the *Quixote* and Diana started telling him about it, fairly badly. The others were interrupting her and asking her questions. In other

words it was not the way to do this. I tried to speak and John interrupted telling me that I did not speak English! Can you believe this? I am the one who wrote the script, and each scene is mine. And I can't talk! Few times in my life have I felt so frustrated. After two hours the story was told, and John and the others said that it was great, that it was perfect, and they were enthusiastic. And now they said that to get the story to Walt right away they would ask Dr. Seuss[39] to build the scenes and that they would get this or that artist to elaborate the characters. I did not say a thing . . .

It's my creation, and I will finish it my way, without help from anyone, neither from [the head of the Story Department] Ted Sears nor from anyone else . . .

So I am now creating a series of illustrations on large white boards and on each board I will describe the scene, the setting, and how to develop it in the movie. What is quite funny is that before Diana started to talk on Sunday, they were discussing the impossibility to imagine and write a story in little time and get to an idea without throwing out at least ten story drafts. I showed them I could do it in two days and they don't even let me talk. That's Hollywood![40]

While planning the *Don Quixote* project, Solá Franco, in addition to his stunning color paintings created dozens of unusual, large black and white story sketch pages which look like huge comic strips.

FIGHTING WINDMILLS

If the question of creative ownership of the project was not enough, Solá Franco was also frustrated by a salary that was about a tenth of what he had expected to receive. By Wednesday, June 21, 1939, according to a letter he wrote his mother, his frustrations were coming to the surface, but he still enjoyed many aspects of his Hollywood life:

> This morning I got $23, but Diana told me that it was impossible that they would pay me so little. I will talk to John since Fini told me that she earns $26 . . . and she only draws sketches while I not only paint and write, but I also had to write and translate letters to Spain and had to translate and review a series of horrible stories by [Uruguayan children books author Constancio] Vigil, as well as an Italian book, since I have no issue reading Italian. My reviews have been read by many [at the studio] since the books bored me and I

> therefore wrote terrible things in the reports. The letter which was sent to Vigil told him that I was the one who had read his books and included a short biography of me.
>
> Diana, the two secretaries and John later told me that Disney had spoken about me yesterday (I still have not met him) and that he had told them to give me the freedom I needed to work as I pleased and that they shouldn't bring anyone from outside to give me ideas until I completed my work since he is interested in it.[41]

Despite this momentary satisfaction, it was melancholy that dominated Solá Franco's mood on that Wednesday afternoon. His best friend was leaving Vine Street.

> I just had dinner with Fini who tomorrow will move to the main studio [on Hyperion Avenue] and who is very sad since we will be far away. She is so fun. I had never felt so young than since I met her. She says the same thing and that she had never felt like this since she had left her theater in Vienna. She's a wonderful girl and we inspire each other. We worked together with such pleasure, with her creating sketches on *Peter Pan* with her beautiful and unique style.[42]

At the main studio, Fini was finally among the other members of the Character Model Department and was immediately put to work on creating incidental characters for *Pinocchio*. Before leaving the studio on May 18, 1940, she would end up contributing to at least three more Disney projects: *Dumbo, The Reluctant Dragon*, and an early version of *Cinderella*.[43] Her cute, beautiful, and unique style is easily recognizable and a pure delight. Despite his initial anxiety, Eduardo and she remained good friends even after her move to Hyperion.

By the last few weeks of June, Solá Franco was no longer alone in his room back on Vine Street. He was sharing his office with the first African American to join the studio in a creative position. Clyde R.

White had been hired on May 26, 1939, and was working on *Pinocchio*. Unfortunately his stay at the studio was cut short, and he left on July 8 of that year.[44]

Life in Hollywood went on for Solá Franco, both exciting and frustrating at the same time. On July 5, 1939, he wrote to his mother:

> About the studio and *Don Quixote*: I believe I spoke about it a lot, and I gave good ideas to John who communicated them, associated with my name, to the big shots of the studio. I know this thanks to Julius Heinemann [Art's brother] and to the secretaries. This morning I checked the script written by Diana and the day went away with my focusing on notes and details. This evening, like every Wednesday, we have a class, where we will meet Phil Dike and Don Graham. I went to have lunch with Diana at Musso & Frank and, as seems to be his habit, Charlie Chaplin showed up. So, with emotion, we wrote him a note, telling him that we are working on *Don Quixote* for Disney, how he was our inspiration and that we wanted to thank him for this and tell him how much we admire him. He received the note, read it, and blushed like a kid. He smiled and waved at us. Two other people were with him so we did not go to his table. I know he is one of Walt's good friends so it would not surprise me if he were to visit the studio at some point.[45]

But despite these chance encounters in the city of the stars, disillusion was winning in Eduardo's mind, as evident in this letter dated July 18:

> Today is pay day and my salary remains the same. I went to see Julius Heinemann to ask him how long they would pay me this misery and he told me that yesterday [head of personnel] Paul Hopkins had called John to tell him that I had to sign the contract and that Roy [Disney] had told him that if I didn't they would not raise my salary . . . I tried to see John Rose but he was very busy. If I were to leave now, they would keep five hundred drawings and two versions of *Don Quixote* that I wrote as well as sketches that I drew on Monday for *Cinderella* on a script from a "storyman" [probably

Dana Coty] that came to see me to ask me for advice . . . I gave him some ideas since what he was doing with *Cinderella* was a disaster and because I have to share my ideas since God gave me imagination for a purpose. It was also out of pride to teach him what I was capable of even though they pay him more . . .

Story sketch for the "Baby Weems" sequence in *The Reluctant Dragon* by Fini Rudiger. Courtesy: Paul F. Anderson..

Fini Rudiger as seen by Solá Franco in his illustrated diaries. Courtesy: Rodolfo Kronfle and Bibliothèque Nationale de France.

The talented Disney artist Fini Rudiger was Solá Franco's best friend at the studio. Courtesy: Steve Littlejohn.

John does not want anyone to know about the work we are doing on *Don Quixote*. He wants it to remain a secret, and so we carry on without any help, while two people who started working on a movie last week got all the reports that they need, as well as guidance and support. This situation would make anyone sick and on top of it I have to calm down Diana who is incredibly stressed out. The situation could not be worse but I will find the opportunity and get out of it."[46]

Story sketch for *Cinderella* by Fini Rudiger.

Why did John Rose want to keep the project secret? Probably because his Story Research Department was not supposed to develop stories but only to select story properties which had the potential to be developed by the Story Department or by Joe Grant's Character Model Department. Which explains why, on July 26, Solá Franco wrote to his mother:

> In a bar we discussed the studio and how Joe Grant wants to bring me to the main studio. He is Walt's right hand and very political. He wants to be in charge of my *Don Quixote*.[47]

Eduardo did not realize that being integrated in a larger story team was unavoidable, considering how an animation studio like Disney's operated. The plot of the Greek tragedy that would engulf him was in motion.

DUMBO
CIRCUS CHARACTER
SUGGESTIONS
- 1348 -
CHARACTER MODEL DEP'T.
O.K. by VG DATE 3-18-40
NUMBER M 325 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE F.R.
Walt Disney Productions
30-117-1
THIS MATERIAL IS THE PROPERTY OF WALT DISNEY PRODUCTIONS. IT IS UNPUBLISHED AND MUST NOT BE TAKEN FROM THE STUDIO, DUPLICATED OR USED IN ANY MANNER, EXCEPTING FOR PRODUCTION PURPOSES, WITHOUT WRITTEN PERMISSION FROM AN AUTHORIZED OFFICER OF THE COMPANY.

Dumbo model sheet by Fini Rudiger.

FROM *DON QUIXOTE* TO *PETER PAN*

The summer was not a time for big corporate restructuring, however, and so there was to be more of the same for a time. On July 28, he explained with delight to his mother:

> This Friday I saw [writer Al] Perkins and David Hall, one of the best artists of the studio. They are both working on the movie *Alice in Wonderland* and wanted to know what I thought of their work . . . The sketches are splendid, but the script is problematic . . . [Perkins and I] chatted for more than three hours. When I came back, John Rose came to see me. He was happy since Perkins had called him after I had left to tell him that I was one of

> the most extraordinary persons he had met and that he felt tremendous respect for what I had told him. This made me feel great, since *Alice* and Perkins are the backbone of the studio at the moment.[48]

On August 31, however, things came to a head. The studio had pulled the plug on *Don Quixote*, and John Rose was trying to break the news to Eduardo as diplomatically as possible. The abrasive and uncompromising artist reacted as expected. In a letter to his father, he wrote:

> When I arrived today, John called me and told me that yesterday afternoon he had spoken with Diana about *Don Quixote* and that her script did not work but that mine was good. Full of colors, and so on, but that the best thing for now was to stop working on the project and that they would send me to work on *Alice* under Buchanan. I told him no, since *Alice* is a movie that has no solution. I already told you that Perkins had ended spending three weeks at the hospital and they would just take my ideas and I would not gain anything. Buchanan fired Clark [Bingham] last week. Clark is a kid with tremendous talent and too much of an artist. The work he did on *Alice* was the only good thing [on that movie]. Clark was reassigned to "Toccata and Fugue," which is another complete mess. John told me that otherwise I would work on *Peter Pan*, which is Dorothy [Ann Blank]'s idea and a movie on which she has been working for two years already without developing a real story . . . John asked me what I wanted to do. The only thing that makes sense to me would be to work with Arthur [Heinemann] and Phil [Dike] on "Night on Bald Mountain," but they already have the best artists and the best ideas [on that project] and I would have to work for Joe Grant. The only thing is that if I am close to Arthur and Phil I would learn and be exposed to the only decent things at the studio. But I can't leave *Don Quixote* now. They would bury it or give it to someone else which is even worse. I know that it is a long story, but I can fix it. This could be the best movie of this studio. I can't think of anything else. It's so real for me. It's something that is

alive and that I love. If they took it away from me it would be as if they were taking me apart from someone I love. They don't even want to give me time to finish the last scenes.[49]

GUERRA MUNDIAL
BASEMENT BLUES
Después de 850 dibujos y tres scripts del Quijote como agradecimiento voy mandado a trabajar en "Peter Pan"

"Basement blues." The caption reads: "After 850 drawings and three *Don Quixote* scripts, as a thank-you note I am sent to work on *Peter Pan*." Courtesy: Rodolfo Kronfle and Bibliothèque Nationale de France.

But change was unavoidable, and on September 10, Eduardo outlined some of those changes in another letter:

> John told me that I was very lucky since on Tuesday I would move to the main studio and that I would have my own room in the building in which Phil Dike and Arthur Heinemann are located and that *Peter Pan* would move to production after *Pinocchio* and *Bambi* and that I could write, chat about, and organize that script with total freedom. That Dorothy Ann Blank and Bianca Majolie, who are writing it, are very happy with the idea that I will move there. That I could influence and do things the way I want to. That Joe Grant would probably leave the direction of the movie in the hands of Jack Miller and that [Jack] believes so much in my talent that I would be given free rein and that since the movie was about to move to production Disney would be in permanent contact . . . And on Monday [John] would like me to organize all the sketches of the *Quixote* to be able to discuss them and to have them ready to start working on that movie again in a month after my having gained experience with the way the studio works.[50]

What Solá Franco did not realize is that John Rose, sensing that dark clouds were accumulating in the studio politics, was trying to protect him by moving him away from a project that had been shelved by Walt. With the war starting in Europe and many lucrative markets closed, the studio had started to reorganize. While the number of laid-off employees is most likely an exaggeration, in a letter to his father written on September 12, Eduardo gives an idea of what was befalling some of his colleagues:

> Over the past few days something happened as I expected: they fired three hundred employees, and after two years they stopped production on *Alice*. More will happen and soon. They asked me to work on the first scene [of *Peter Pan*] with the pirates, and although I had promised myself not to do much, I ended the scene today with drawings and descriptions of all the pirates.[51]

Despite a significant lack of diplomacy, Solá Franco had undeniable talent that impressed his colleagues at Hyperion as it had impressed his colleagues on Vine Street and Sewell Street. On September 27, he wrote to his mother:

> On Monday I had the visit in my office of Bill Shull, the assistant of Bill Tytla, the best animator of the studio who will direct the scene of "Night on Bald Mountain" for *Fantasia*.[52] He came to see the drawings I created for *Peter Pan* and he became enthusiastic, and brought other artists to come and see them. Yesterday he called me to show Tytla the *Quixote* drawings. The three of us ended up having lunch together along with John Rose, who showed the drawings and spoke without letting me say a word. Both [Shull and Tytla] discovered in my drawings all the ideas that I had inserted in them, became enthusiastic and started discussing how best to animate the movie. They found a world of inspiration in the backgrounds, my compositions, etc.[53]

A SHATTERED DREAM

Eduardo's expectations and personality simply did not mix well with the collaborative environment of the Disney studio, which required not just talent, but malleability, social skills, and humility. And with *Don Quixote* at a standstill, his mind was made up. On October 4, his letter to his mother made clear his intentions to either work on his own terms or depart the studio:

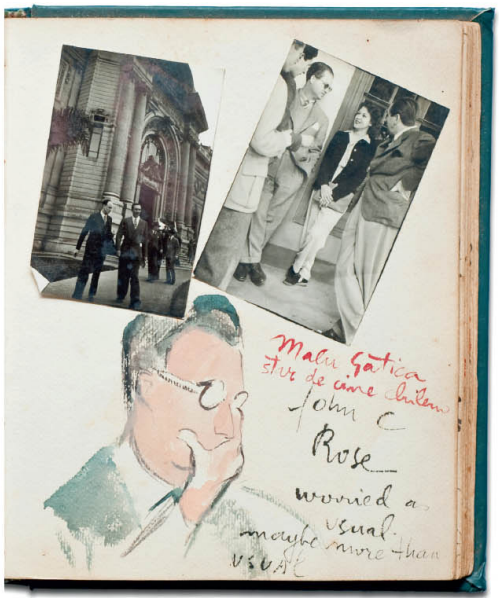
> Saturday I had lunch with John . . . At the end I told him that I wanted to leave the studio and go to New York and the discussion lasted until eleven at night. He went with me to the studio to see how things are progressing with *Peter Pan*, which is one of the things I can't lose time with since it's such a bad and shallow movie. He told me to write it myself. I told him that this was not my job, that for this they were paying three writers ten times more than me and that they had ten artists thinking up scenes and backgrounds.

> Then he asked me if I would like to work on "Toccata and Fugue" with Ed Plumb and Leopold Stokowski. I said no also, since this is the most complex work to create. He told me that we would talk on Monday . . .
>
> Yesterday I had dinner with John. . . . I decided to leave the door open just in case I have to come back. So this morning I dictated in one go to Dorothy and Bianca the whole first half of *Peter Pan*. You should have seen their enthusiasm. When I came back they had everything typed up with my name. So I carried on with the second part with no details, just indicating the order and the titles. Then I requested a copy of the "Toccata" record by Stokowski and now, after evening classes, I hope to be able to give some ideas of how it should be interpreted.[54]

A week later, the situation had reached a tipping point, and on October 10, 1939, Eduardo wrote:

> When John told me last Monday [October 2] that before Saturday I would have to finish my work on *Peter Pan*, fix *Don Quixote*, and plan "Toccata and Fugue," I got in a rage, first of all because he was asking for so much, then because of the fact that he was ignoring my exhaustion. Then I changed my mind. If my mission is to be the creative mind, why should I ignore the opportunity to do all that I can? . . . I would gain some peace of mind knowing that I was doing the best I had in me. So I finished the drawings of the section about the pirates in *Peter Pan*; I dictated all the script [for *Don Quixote*]; on Wednesday night I planned the whole "Toccata"; and on Friday at the home of Arthur I told Diana how to combine the latest scripts to present them clearly to Will Hays, the Hollywood czar. I did not leave on Sunday night as I was planning to. The following morning I actually told Plumb about my plan for the "Toccata," and he showed up at five thirty at the studio with John Rose. We went to [the restaurant] Sardi's to discuss the movie, and Plumb said that I was the only one who could sort out the problem. The movie has to be symbolist and the only way to develop it is through shapes and

music that interpret the music itself. . . . Plumb asked me to take the record to New York . . . Ed will send me the latest notes from Stokowski and the indications about the music. I had decided to postpone my trip until Sunday since Plumb invited me to have dinner with him. I wanted to listen to all that had been recorded for that movie. He played all the records with his arrangements and I can tell you that the guy is a genius. His arrangements of Bach, Beethoven, Debussy, and others are marvelous and working with him is pure learning. We had dinner with Ed, his wife, Fini, and John . . . The dinner was jovial with a lot of Champagne, then John invited us to his club, the Somerset House, . . . and we ended up at the Mandalay. Since we all lived in different places we all slept at John's place.[55]



In October, 1941, Solá Franco met Walt Disney and his former studio colleagues in Chile and recorded the event in his illustrated diary. Courtesy: Rodolfo Kronfle and Bibliothèque Nationale de France.

After this wild night, on Monday October 9, 1939, Eduardo Solá Franco boarded a train from Los Angeles to New York. John Rose had informed his contacts in New York, Theodor Geisel, as well as the head of Disney's merchandizing office, Kay Kamen, that he was worth meeting. The week after his arrival in New York, alone in his apartment, Eduardo decided to try working on "Toccata and Fugue." When he

started playing Stokowski's recording, he burst out in tears, suffering from a nervous breakdown.[56] The winter of 1939 and 1940 was the toughest period in Solá Franco's life. He found himself with no job, no money, and without a roof, and he survived thanks to the help of his New York friends. In the first months of 1940, those friends introduced him to publisher Condé Nast, who hired Eduardo to chronicle New York's social life. With this newly found commission, Solá Franco managed to rent a studio in the West Village and to get back on his feet.

Eduardo never returned to the Disney studio. He did meet John Rose and his Disney colleagues again once, on October 3, 1941, in Chile, during Walt's tour of South America. Eduardo accompanied Walt's artists from Santiago to Viña del Mar and helped his old boss John Rose navigate the country's politics. He was still looking back with nostalgia at the lost opportunity that *Don Quixote* had been.[57]

DON QUIXOTE LIVES AGAIN

The *Don Quixote* project continued to have a complicated and long life at the studio following Eduardo's departure. In April 1940, it was resurrected by the head of Disney's training program, art instructor Don Graham, who wrote in a memo to John Rose:

> It seems that in order to protect the rights on *Quixote* the studio must show evidence that this picture is actually in work.
>
> At the same time Tytla has been very anxious to form a group which could meet once a week and explore the possibilities of *Quixote* from a drawing point of view. At the present time there are about a dozen men who are vitally interested in joining such a group.[58]

This plan laid out by Don Graham does not seem to have been approved, but a few months later Jack Miller was tasked by Joe Grant to develop the *Quixote* story further. With the demise of Grant's Character Model Department in 1941, the project was shelved again, only to be revived in 1946. That year, artist Jesse Marsh created a series of story

boards inspired by a rare French book version of *Don Quixote* illustrated by Gus Bofa, which John Rose had donated to the studio in the late 1930s.[59] Jesse Marsh's interpretation of the story was based on the tone poem created by Richard Strauss in 1897. The idea of using Strauss's tone poem had been suggested by writer Bob Carr in 1940, among other possibilities for sequences that could be integrated in a sequel to *Fantasia*.[60] In 1950, Walt even considered adapting *Don Quixote* as a live-action movie featuring Cary Grant and the Mexican actor Cantinflas.[61] But all those projects were eventually abandoned. The story of *Don Quixote* was simply too hard to adapt to the screen.

As for Eduardo, after having left New York in July 1940, he roamed the Americas and Europe in the pursuit of new artistic ventures—paintings, of course, but also novels and a few ballets. His major achievement, however, was his illustrated diary, *My Book of Pleasure*, which he started painting in 1935 and completed fourteen volumes later, in 1988.

Eduardo Solá Franco passed away in Santiago, Chile, on March 24, 1996. He would have been surprised to know that in the mid-'90s, the Brizzi brothers, who were running the Parisian subsidiary of The Walt Disney Studios at the time, were still trying to get an ambitious project off the ground: an animated version of *Don Quixote*.

Jack Miller at work on *Don Quixote*, c. 1940.

Don Quixote.

Various characters from *Don Quixote* as imagined by Eduardo Solá Franco.

Various characters from *Don Quixote* as imagined by Eduardo Solá Franco.

Various characters from *Don Quixote* as imagined by Eduardo Solá Franco.

Don Quixote shares his distorted vision of the world with his faithful Sancho Panza.

During the short time he spent at the studio, Eduardo Solá Franco painted hundreds of concept paintings for the abandoned *Don Quixote* project.

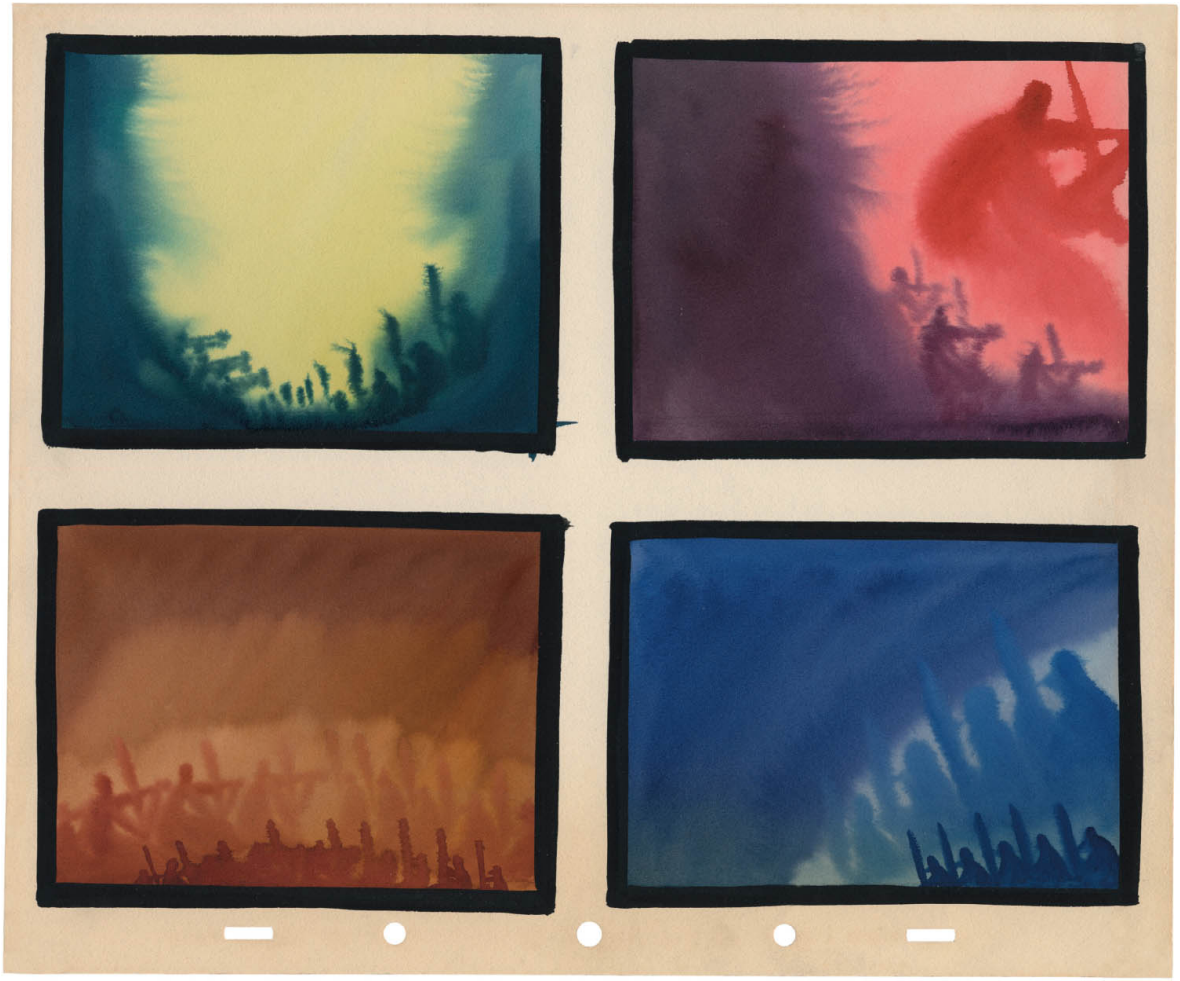
Don Quixote sees an approaching army . . . or is it a herd of sheep?

The famous scene of Don Quixote's fight against the windmills.

Don Quixote and Sancho Panza at the court of the Duke and the Duchess.

The Knight of Mirrors.

Don Quixote and Sancho Panza at the court of the Duke and the Duchess.



Story sketches for the “Toccata and Fugue in D Minor” sequence of *Fantasia*, in the style of Eduardo Solá Franco.

Story sketches for the “Toccata and Fugue in D Minor” sequence of *Fantasia*, in the style of Eduardo Solá Franco.

Chernabog in “Night of Bald Mountain” for *Fantasia*. Courtesy: Cecilia Estrada.

An early character design of Captain Hook for *Peter Pan*.

2

JOHNNY WALBRIDGE

"[Dad] was always an entertaining, witty guy. [He] loved to draw pictures that made people laugh."

—SUSAN FISHER ABOUT HER FATHER, JOHNNY WALBRIDGE

Johnny Walbridge at the Disney studio in the mid-'30s. Courtesy: Susan Fisher.

Johnny Walbridge in 1940. Courtesy: Julie Svendsen.

Caricature of Johnny Walbridge by his colleague Jack Miller. Johnny is surrounded by the mushrooms that he helped design. Courtesy: Susan Fisher.

Another caricature of Johnny Walbridge by Jack Miller. Courtesy: Susan Fisher.

Johnny Walbridge radiated humor, down to his looks: the lanky body, the sly smile, and the round glasses. In many ways, he seemed to have been designed as a real-life incarnation of Goofy, with a sense of humor to match. Because of this, he was an obvious choice for caricatures.

Johnny was one of the less noticeable members of Joe Grant's Character Model Department, probably due to his style's versatility, which made his drawings much harder to identify than those of his colleagues Kay Nielsen, Jack Miller, James Bodrero, and Martin Provensen. And yet, he was part of this elite group for a reason: He was a master at creating entertaining, well-designed, and instantly memorable incidental characters and props. There were arguably better draftsmen on Joe's team, but with his inventive, visual humor and a keen eye for detail, Johnny Walbridge was a particularly useful man for many Disney projects. In particular, he excelled at the production of model sheets, which were the bread and butter of the Character Model Department. "A lot of the model sheets were done by Campbell Grant and Walbridge, who could get down to fine detail," explained Joe Grant. [62]

THE LANKY MAN WITH THE ROUND GLASSES

It is said that humorists often experienced challenging childhoods. Johnny's was no exception, as his daughter, Susan Fisher, recalled:

> John William Walbridge was born on December 10, 1900, in Montague, Siskiyou County, in the northern part of California. He was the first son of John and Leigh Gregg O'Brien Walbridge. Six years later the twins, Donald (Bud) and Doris, were born to the couple, and not long after their arrival, John Sr. died. I think he might have been a bit of a speculator and lost a lot of money, which led to his meeting his demise by drinking too much. After the senior Walbridge's death, [John's mother] moved the family back home to Oakland where they took up residence with her parents. Grandfather O'Brien had been a military man and being the father figure now, he exacted strict discipline on the kids. My father used to tell us stories about "Grossfadder" O'Brien whom he found rather scary . . . During this time [John's mother] became a ballroom dance instructor. The O'Briens were quite a creative and artistic family. Dad got his love of drawing from [his mother]. [Her] brother, Willis O'Brien, was the creator and animator of the original *King Kong* movie.

Johnny's uncle, stop-motion pioneer Willis O'Brien, was a major Hollywood talent who likely became one of his role models.

> Dad went to the new Oakland Technical High School. It was a big deal to go there. He did very well and was a popular fellow with his classmates. He was elected student body president during his senior year. He also took German as his foreign language because he liked the way it sounded . . .
>
> He played drums in one of the local bands when he was a young man in the "Roaring Twenties" and all through his life he continued to love jazz . . .

When he graduated from Oakland Technical High School, because he was such a likable guy, he was rushed by several good fraternities at the University of California, Berkeley, but lacking funds and the desire to go there he decided on the California Academy of Fine Art instead, which suited his wish to become a cartoonist. Though extremely talented, he never called himself an artist, feeling that term was too serious for him.

As became even more obvious in later years at Disney, Johnny's overarching passion was humor.

Dad loved to draw pictures that made people laugh. He was always an entertaining, witty guy. He had a sharp wit and sense of humor but was not interested in being the life of the party. He loved to have a good time and enjoy other people and friends. He especially liked to mouth funny-sounding words or phrases. He was the only one who could make them sound funny . . .

His first job was as a cartoonist for the *Oakland Post Enquirer*. It was around this time that he met Mom, Kay Simpers. She was a college student at Cal Berkeley, and a part-time worker at the newspaper . . .

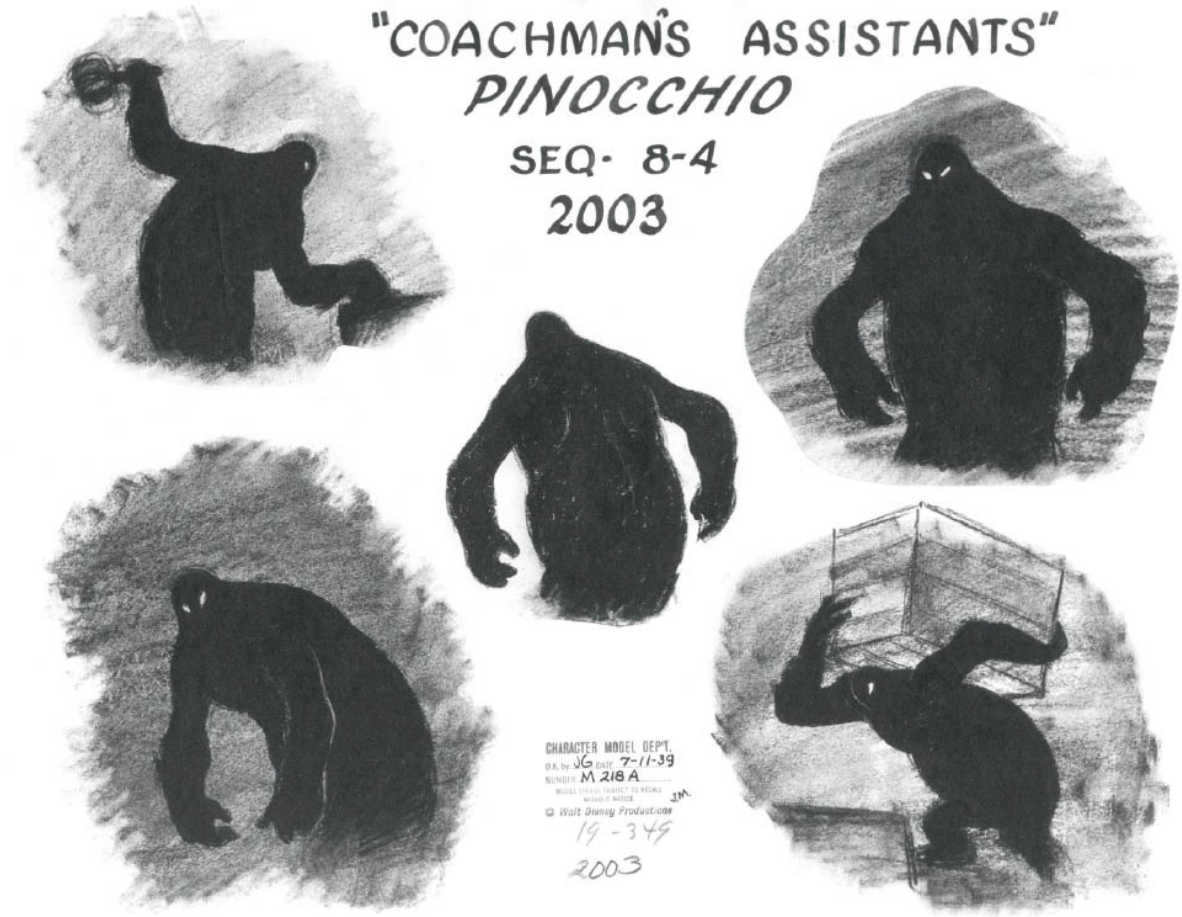
Dad worked for the paper a few years longer, then decided he wasn't making enough money. He heard that the new Walt Disney Studios was looking for artists so he went in for an interview. They must have liked what they saw and he obviously loved what he saw because he got back to Oakland and told Mom he had accepted a position with Disney and was going to hand in his resignation at the paper. Mom, being the practical one and the financial brains of the family, immediately asked what his salary would be. It was less than what the paper was paying him! Oh well, Dad never claimed to have an interest in money or anything financial. As it turned out, he made the right decision about joining Disney as the paper folded several years later.[63]

Story sketch in the style of Johnny Walbridge for an early model sheet of the mushrooms.

FROM DANCING GLOVES TO DANCING MUSHROOMS

Johnny Walbridge was hired by Disney on September 23, 1935, and was assigned right away to draw character models—two years before the founding of the official Character Model Department.[64] The Mickey short *Thru the Mirror* (1936) appears to be the first one Walbridge drew model sheets for. As would become a pattern, he designed some fun, incidental characters: dancing gloves, suspenders come to life, and an anthropomorphized telephone, among others. Full of personality, the drawings caught the attention of the powers that be. On April 23, 1936, studio executive Hal Adelquist, who was looking for candidates to join the layout team on *Snow White and the Seven Dwarfs*, wrote a memo to Walt mentioning Walbridge: "[Head of Personnel Paul] Hopkins suggested this prospect . . . Has not been at the studio long . . . Paul said

he has possibilities of becoming a good man. Has worked on layouts for one of the Music Rooms [i.e., some of the short directors]. Can find out more about him if I have your okay."[65]



Pinocchio model sheet by Johnny Walbridge.

Despite this positive note, Johnny did not join the *Snow White* project, but carried on working on shorts, both on character designs and layouts. On the Silly Symphony *Woodland Café*(1937), he created some of the model sheets featuring the members of the insect orchestra and was credited as working on layouts, alongside fellow artist Terrell Stapp. On *Wynken, Blynken & Nod* (1938), he was handling layouts again, alongside Zachary Schwartz, one of the future founders of the animation studio UPA. On *Farmyard Symphony* (1938), he focused again on character designs, this time defining the look of some farm animals.[66] The number of short projects in which Walbridge was involved from 1936 to 1938 is probably much higher, but the lack of detailed records and signed model

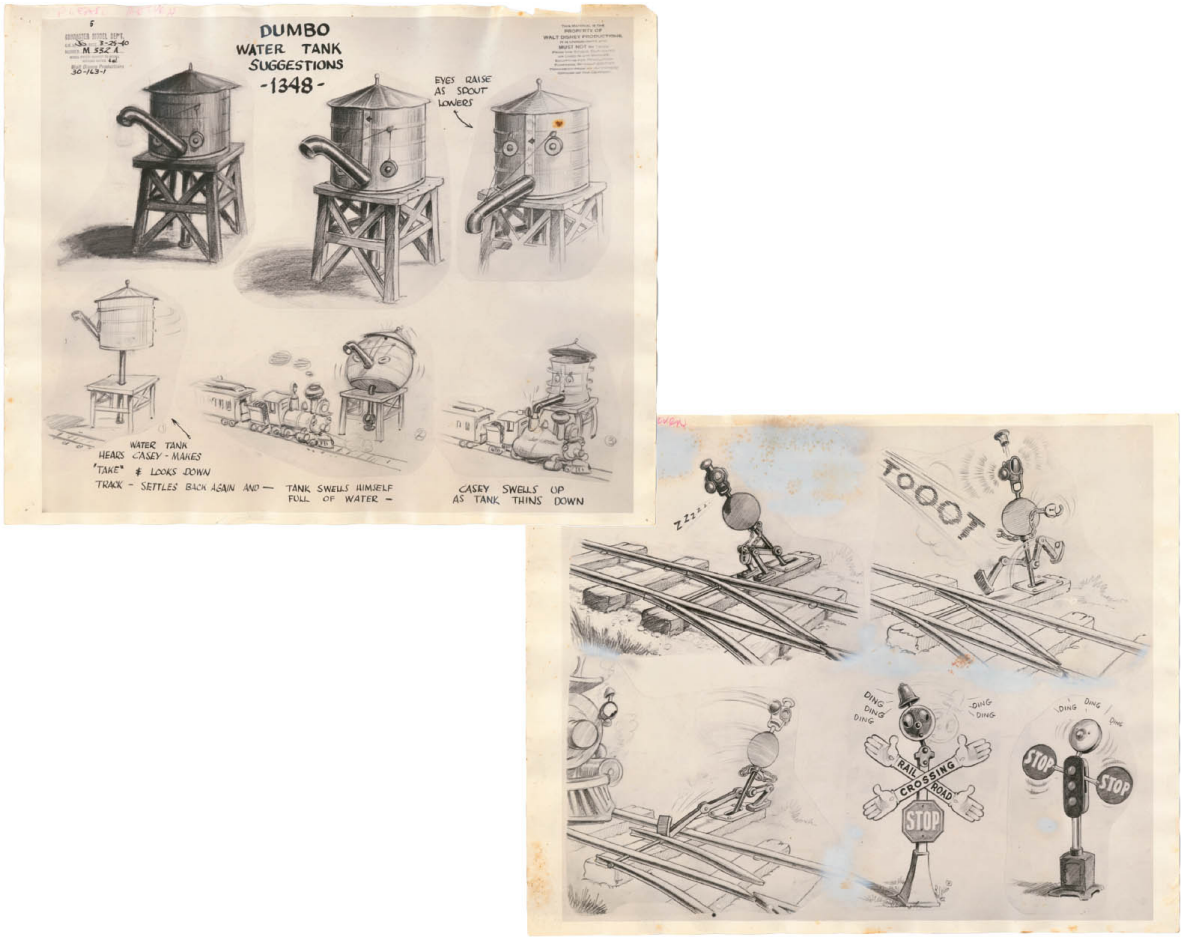
sheets during those years leave us blind in that respect. Fortunately, by 1939, artists who were part of Disney's Character Model Department started including their initials on model sheets, which helps give us a much better idea of Walbridge's contributions to the animated features.

Johnny seems to have joined the Character Model Department at some point during 1938. He was likely quickly assigned to work on *Pinocchio*, a theory supported by three model sheets from June 1939—Stromboli's parrot (which did not make it to the screen), a menacing shark, Geppetto's raft, and some incidental props for Geppetto's workshop. Stromboli's parrot is particularly striking; Even in the black and white photostat that survives, one can sense the colors and volume of Walbridge's original drawings. That same year, Johnny also created cannibals and incidental protagonists for a planned remake of *Mickey's Man Friday*.[67]

The most memorable characters designed by Walbridge, however, were all created for Disney's next feature-length movie, *Fantasia*. Johnny was assigned to "The Nutcracker Suite," and the characters he developed are the stars of the sequence—the goldfish in the "Arabian Dance," the thistles in the "Russian Dance," and the moth-wing fairies in the "Waltz of the Flowers" are all his.[68] But it is with the mushrooms from the "Chinese Dance" that he would gain his biggest claim to fame. In November 1938, looking at a model sheet created by Walbridge that showed a mushroom lighting lantern flowers with glowworms and poppy dancers in the shape of Chinese mandarins, Walt declared to his team:

> I like those models. I don't think we can improve much on them. They're the result of a hell of a lot of work. Johnny worked on them a year or so ago for months, then came back with these new ones that I think are very good. [69]

High praise indeed from a man who did not praise often so openly.



Early *Dumbo* model sheets designed in 1940 by Walbridge. Courtesy: Walt Disney Family Foundation.

FROM THE CIRCUS TO TULGEY WOOD

A strong sense of playfulness underscores his designs of the mushroom and poppy characters, but these qualities would find an even stronger presentation in sequences he tackled in 1940 for *Dumbo* and *Alice in Wonderland*.

On *Dumbo*, both his anthropomorphized train signals and his props for Timothy's house conjure smiles. His endless ideas for the clowns, however, conjure outright laughter. Walbridge was clearly enjoying himself like never before: His model sheets of the circus clowns show close to a hundred different designs, all of them hilarious in their own right. The unbridled creativity at play is reminiscent of his concept artist

predecessors, Albert Hurter and Ferdinand Horvath. For *Dumbo*, his colleague Retta Scott had drawn scary clown characters. Not Johnny. His drawings were sheer fun, full of pure creative jubilation.

That same year, early development was taking place on *Alice in Wonderland*. Walbridge was assigned to work on the Tulgey Wood sequence. Once again, there was no stopping him, as hundreds of ideas for crazy and unusual characters flew through his pencil—from a bagpipe-turkey to a duck-shovel, and from a tattoo-hand-basket to a castanet-horse. A few of these insane concepts strongly influenced the movie ten years later.[70]

With the demise of the Character Model Department in 1941, Walbridge worked for a short while on an abandoned Coca-Cola commercial, which featured some mischievous gnomes and their king. He was paired up with Sylvia Holland on that project in July and August 1942.[71] Theo Halladay, Sylvia Holland's daughter, remembered how they would bring fun to little moments around the office:

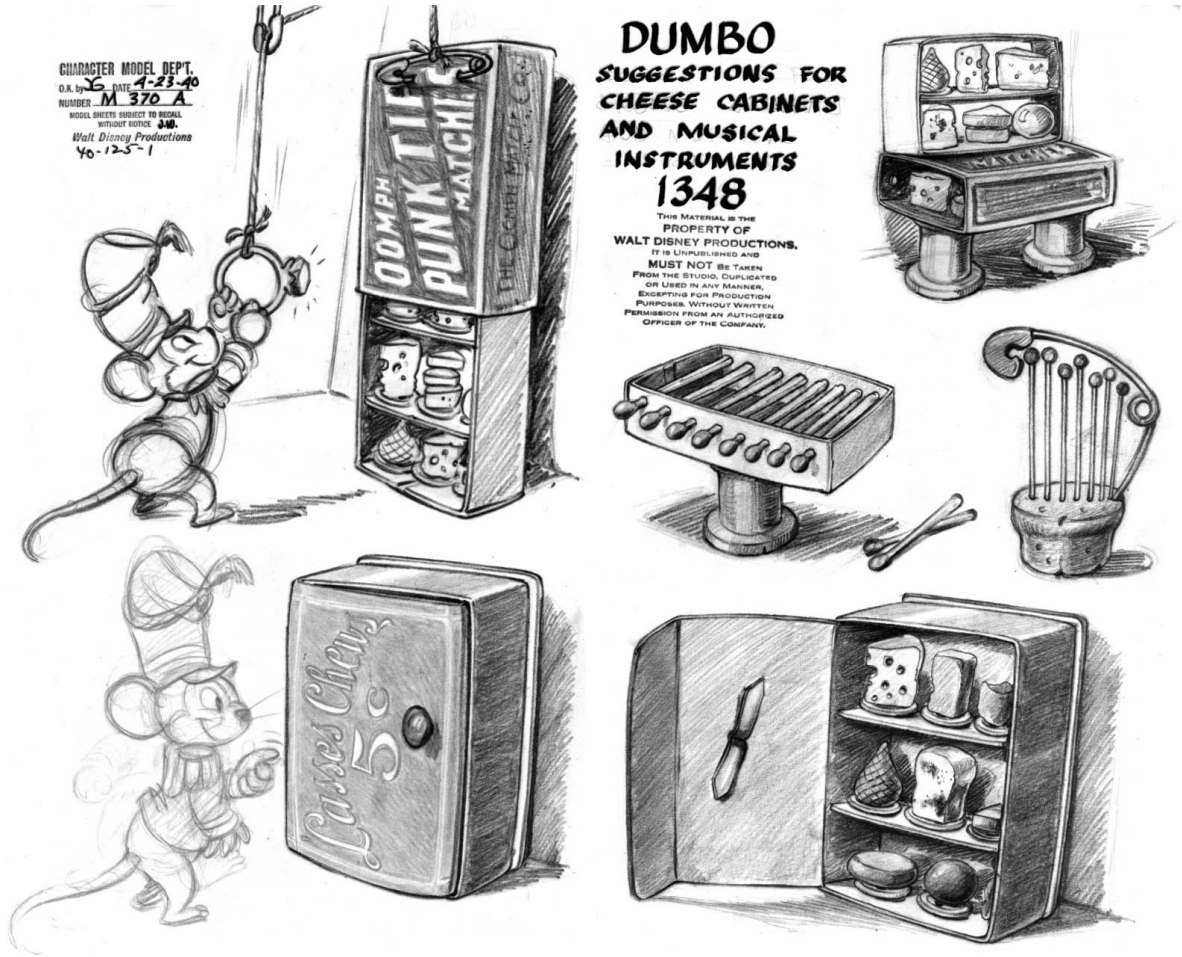
> My mother was working with Johnny Walbridge, and they would joke about having been forgotten, and "years later somebody is going to come into our musty little room and here we are going to be a pair of mice scribbling away at our desks." He used to sing old popular ditties from England sometimes while he worked. That amused Mother, because she had grown up with those herself in England. They also always had tea in the afternoon, as did many or most of the story artists.[72]

The following year, Johnny was teamed up with another female artist, Retta Scott, and the two of them, along with James Bodrero, Bill Justice, and Holling C. Holling, tackled the abandoned *Gremlins* short.[73] In July 1943, Retta and Johnny were also assigned to an aborted attempt at creating a comic strip version of the propaganda movie *Victory Through Air Power*.[74]

Walbridge is credited on *Make Mine Music* (1946) and *Melody Time* (1948), but his exact contributions on those two package features are unclear. By the end of the 1940s, he seems to have been working again

on *Alice in Wonderland*, which was back on Walt's radar.

"I know that he was working on *Alice in Wonderland*," recalled his daughter, "when he was laid off as Disney decided to complete *Cinderella* first."[75] Johnny's last day at the studio was December 20, 1948.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Early *Dumbo* model sheets designed in 1940 by Walbridge. Courtesy: Walt Disney Family Foundation.

EPILOGUE

Before joining Disney, Walbridge had been a newspaper cartoonist, a career he was bound to go back to after his studio years. In his third professional act, Johnny went on to mix art and pleasure in an unexpected new way, as his daughter Susan Fisher explained:

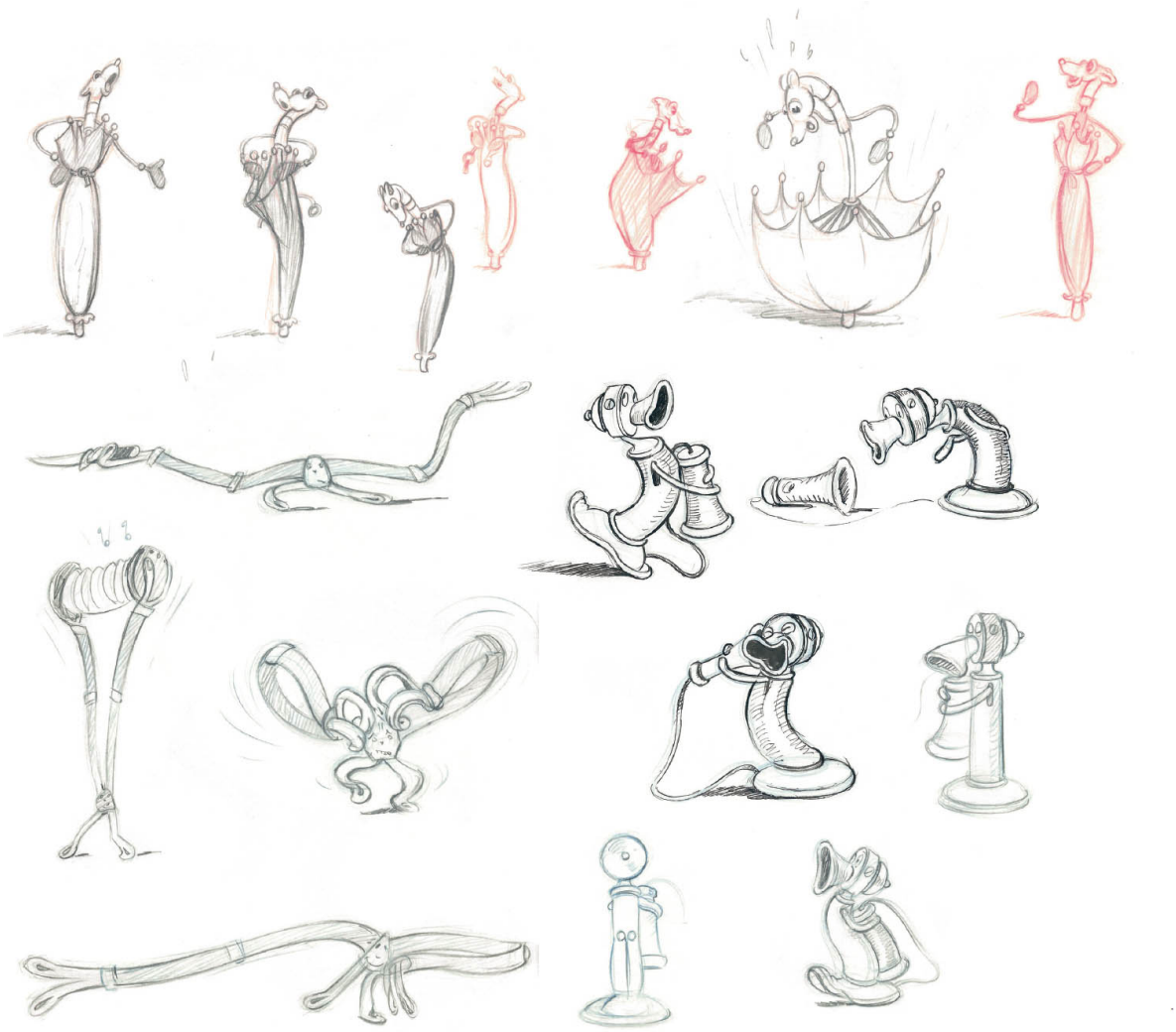
When Dad left Disney, after a few months at home he got another job as cartoonist for [journalist] Leo Guild. He drew the "Wizard of Odds" feature [in the *Pittsburgh Post-Gazette*], working at home, for a couple of years which he didn't really like. When he heard of an opening at one of the Hearst papers for a sports cartoonist he grabbed the opportunity. He was hired by William Randolph Hearst himself . . . The only drawback was we had to move to Chicago as the paper was the *Chicago Herald American*. It was 1949 and Dad had to go to the big city in, to him, an alien land. But, undaunted, he knew he was going to the Big Leagues. Dad was an intrepid baseball fan and Chicago had two major league teams, so he thought he had found Valhalla.

Dad started out doing sports cartoons at the paper and he would have to come up with three ideas (win, lose, or tie), then use the one that fit the outcome of the games he was depicting . . . Having to come up with so many ideas was quite an ordeal. He was so successful with his sports cartoons, the paper wanted him to start doing editorial cartoons too. For a few years he did both but with increasing pressure he began drinking heavily and finally lost his job around 1957.

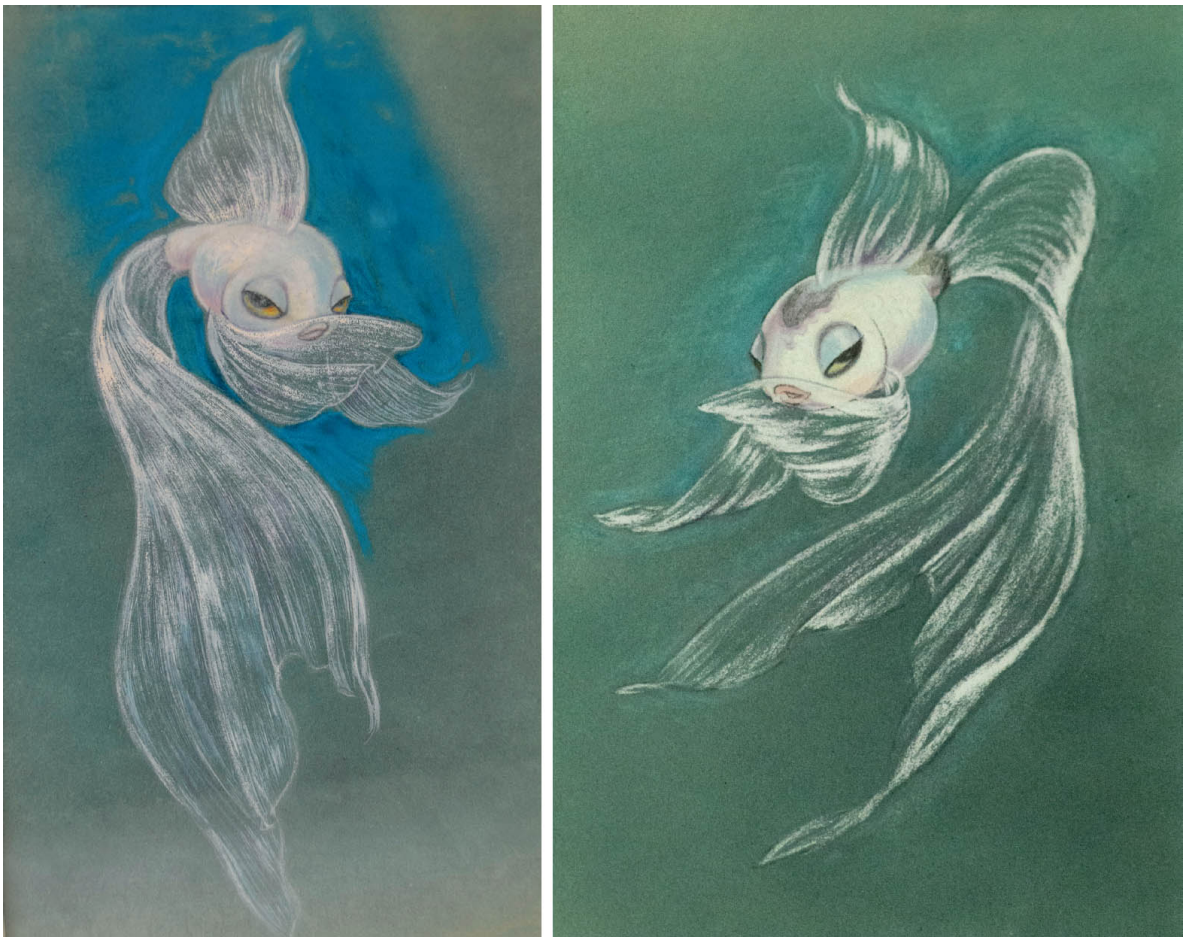
He returned to Southern California hopeful of finding another job, but nothing could stop his deterioration. After he got home he began suffering from severe headaches. The doctors suspected a brain tumor. This turned out to be the case and he did not survive the surgery. He died [on April 1, 1964].[76]

Character sketch by Johnny Walbridge for the abandoned project *Penelope*. Johnny's boss, Joe Grant, was working on the short *Lorenzo* in the early '40s. He may have been inspired by this drawing or provided the inspiration for it. *Lorenzo* was eventually completed and released in 2004. Courtesy: Susan Fisher.

Artistic talent is often a mixed blessing. "You wouldn't expect a person who is able to capture the flight of thought and to project seeming absurdities in a halfway practical form on paper to be a well-balanced, even-tempered, cool-headed type," wrote Johnny Walbridge's colleague Ferdinand Horvath to Walt Disney in 1939.[77] Walbridge did not have the abrasive personality of Horvath, but he would probably have agreed with this perceptive reflection. He knew there was a price to pay for the nuttiness of those clowns and for those hilarious Tugley Wood characters who make us laugh to this day.



Character sketches created by Walbridge for the model sheets of the Mickey short *Thru the Mirror* (1936). Courtesy: Susan Fisher.



Fish designs for the Arabian Dance sequence of “The Nutcracker Suite” in *Fantasia*. Courtesy: Susan Fisher.

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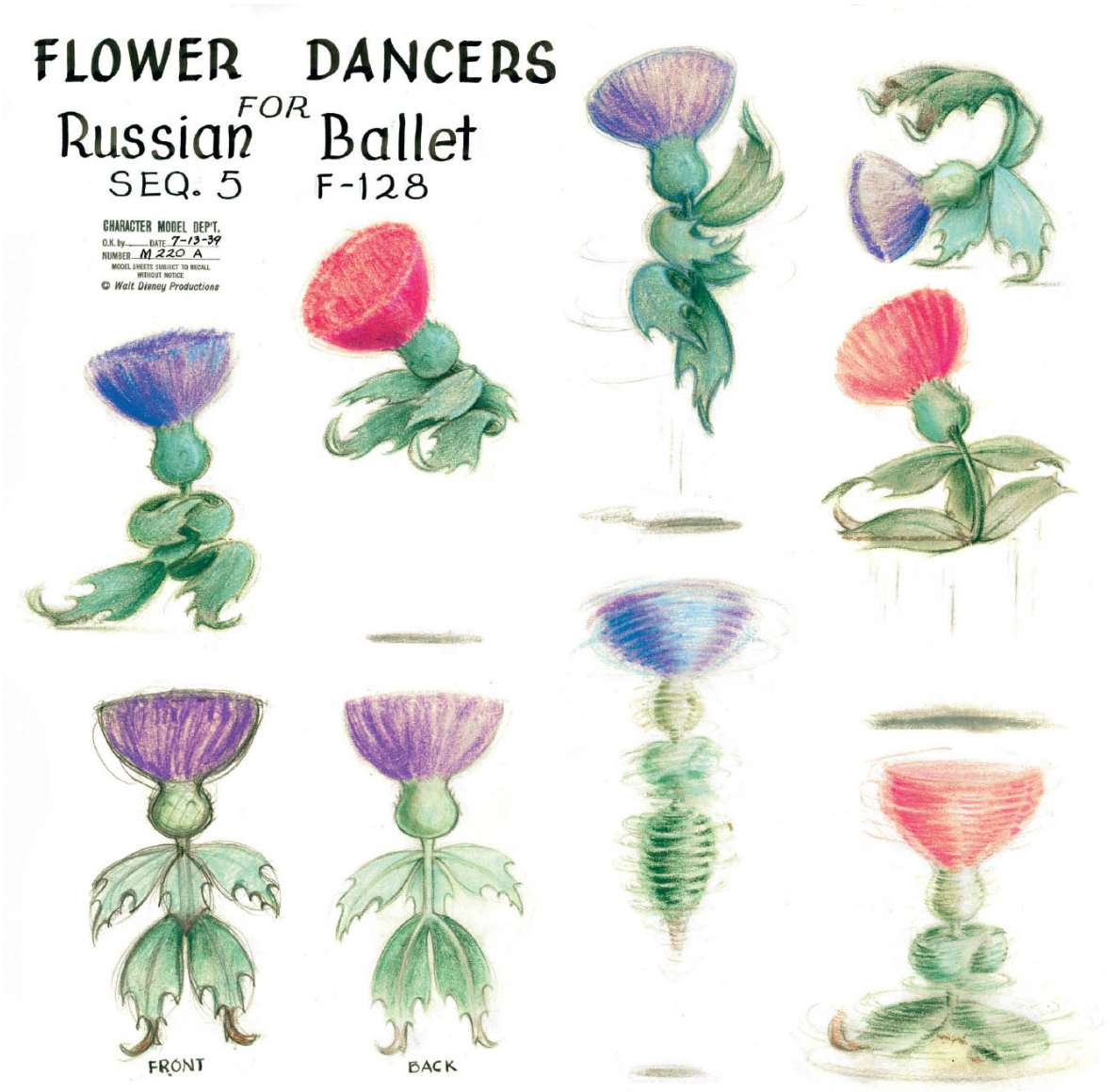

Model sheet for the Russian Dance sequence of "The Nutcracker Suite" in *Fantasia*. Courtesy: Mike and Jeanne Glad.

For *Dumbo*, Johnny Walbridge created dozens of fanciful character designs and story boarded some of sequences which featured the clowns.

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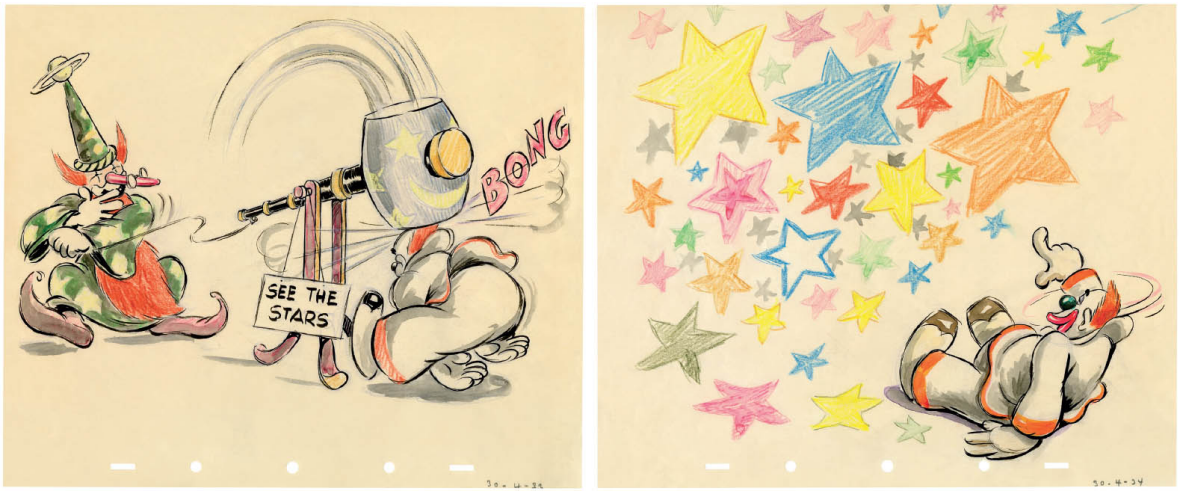

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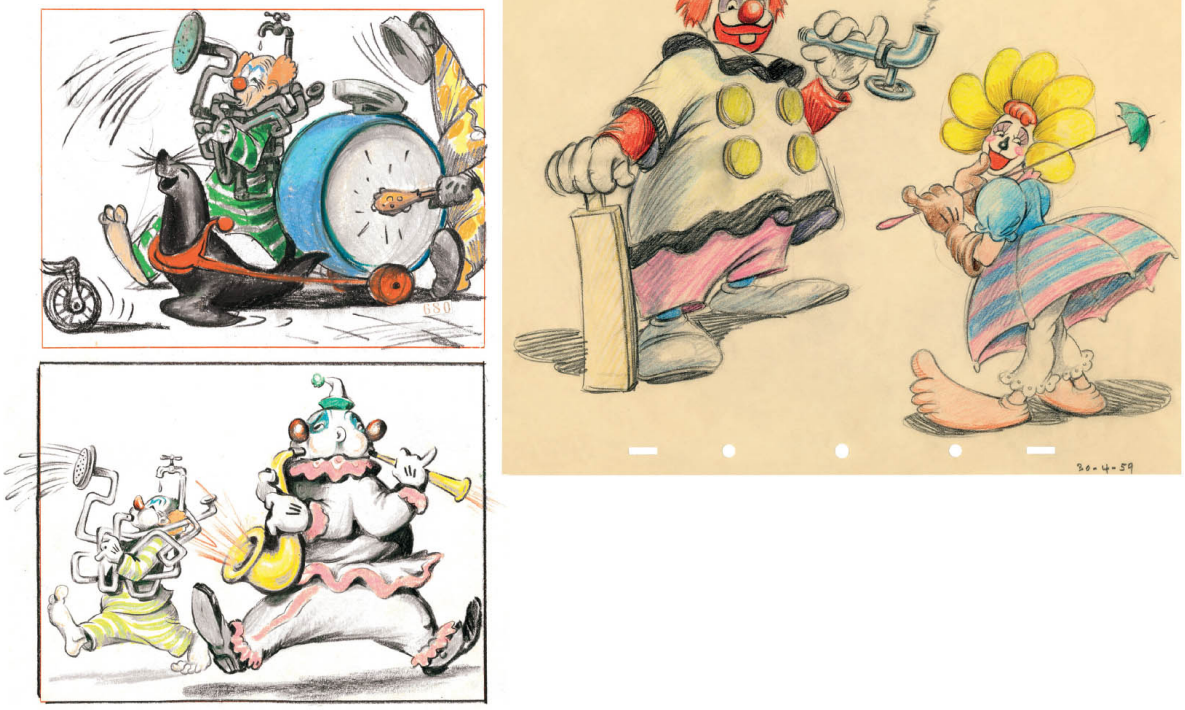

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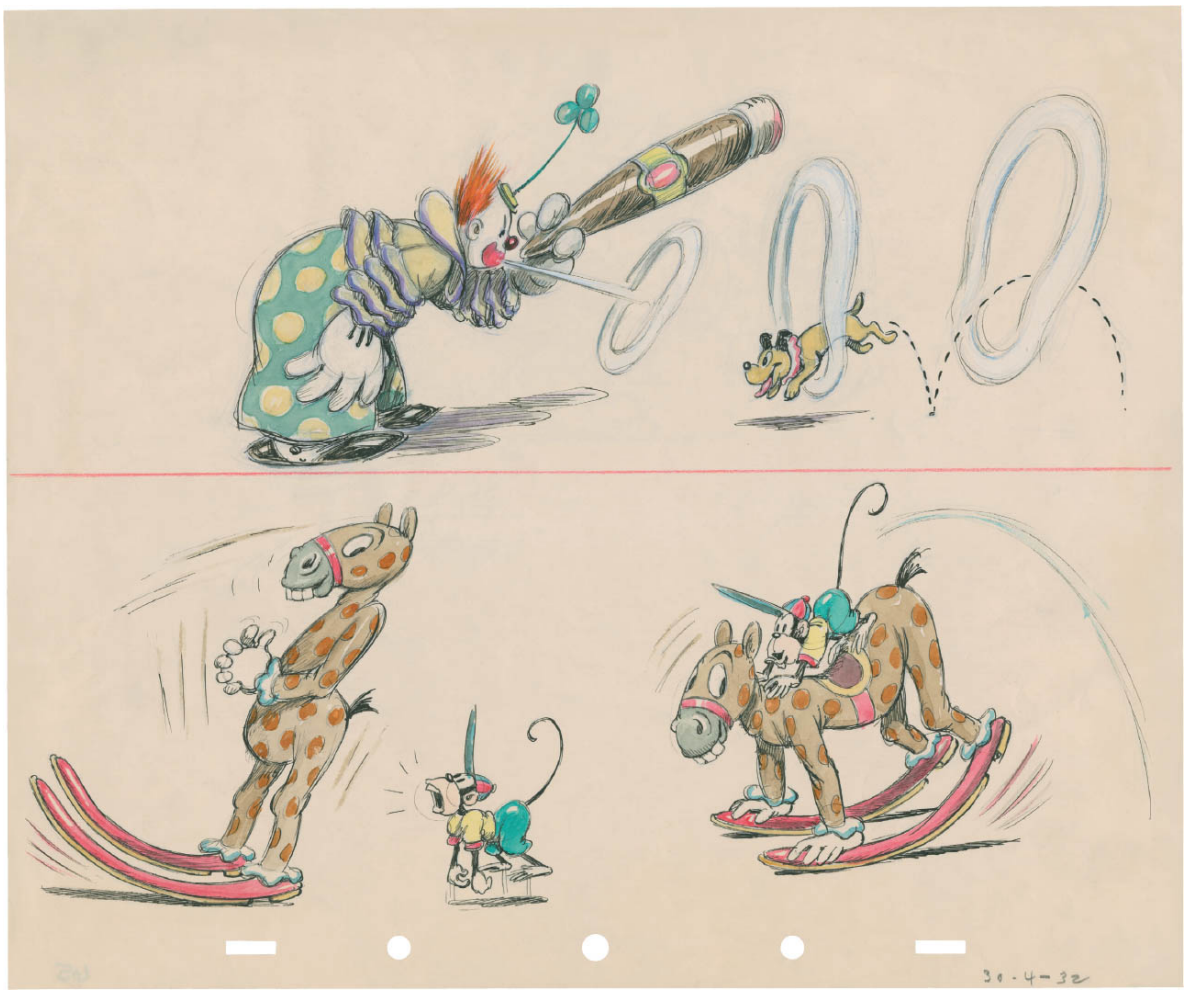

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Courtesy: Mike and Jeanne Glad.

The boundless imagination of Johnny Walbridge helped him develop close to a hundred character designs for the Tulgey Wood sequence of *Alice in Wonderland*.

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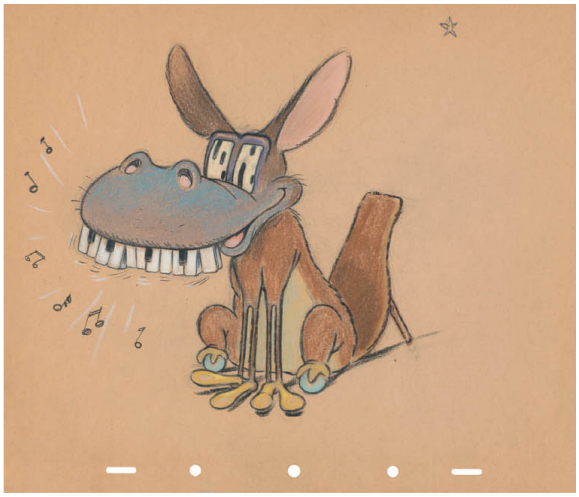

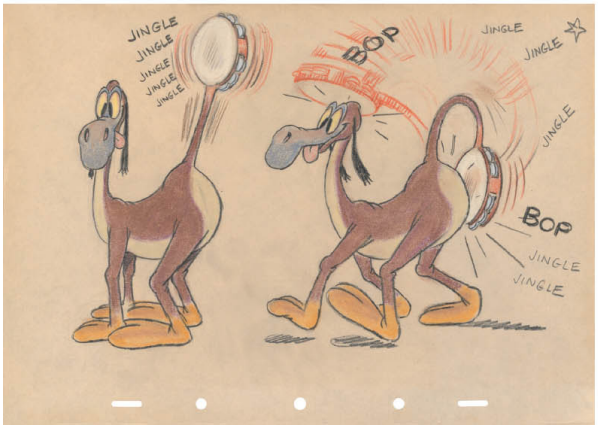

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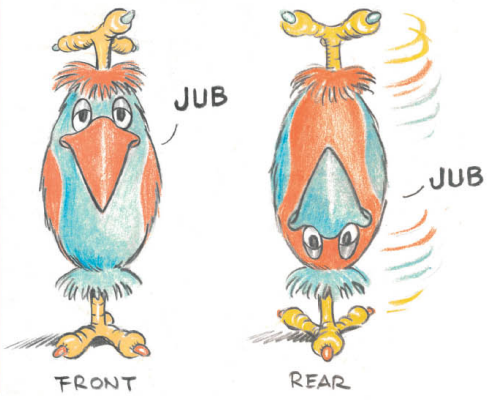

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Character designs for the proposed Coca-Cola commercial *The Mystery of the Green Valley*, which Walbridge tackled in 1942. This Disney short did not make it to the screen.

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The Happy King . . .

. . . and the Sad King from *The Mystery of the Green Valley*.

Two story sketches from *The Mystery of the Green Valley*.

Two story sketches from *The Mystery of the Green Valley*.

3

JACK MILLER

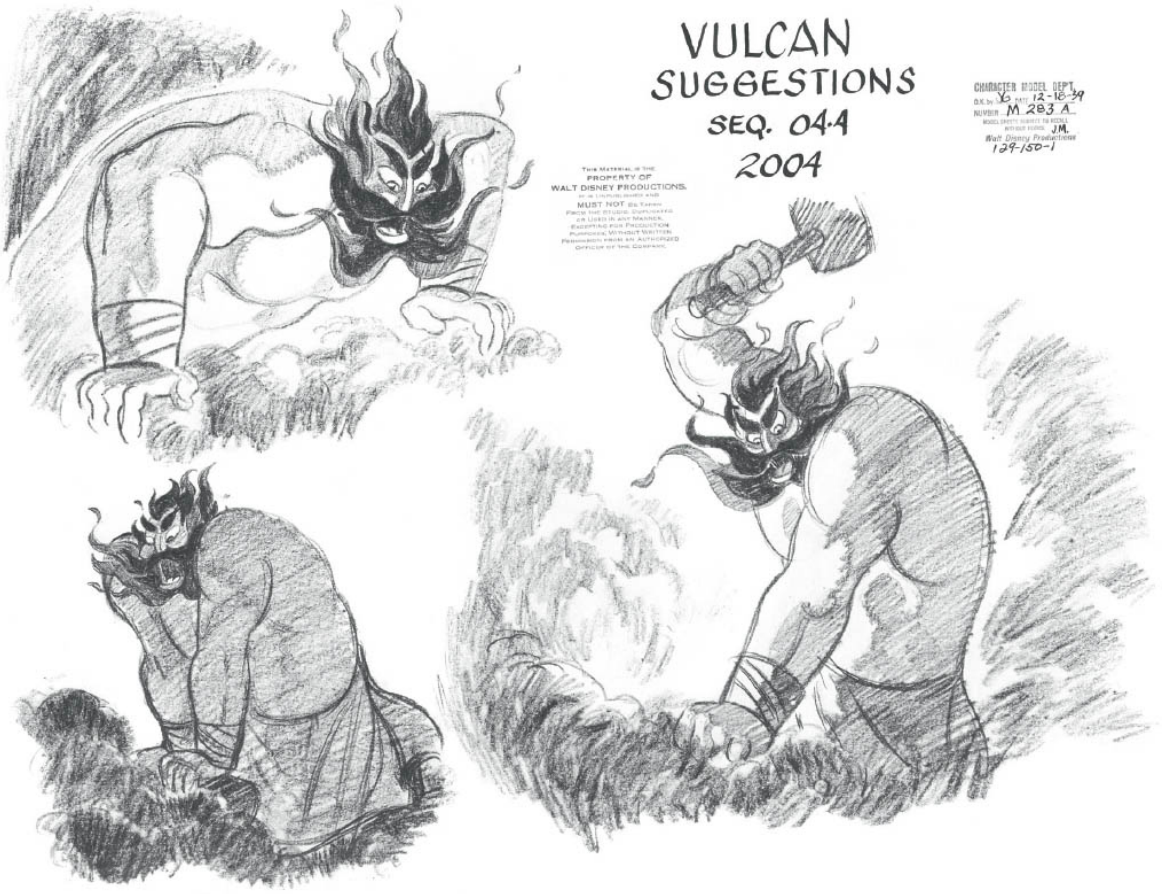
"[He was] a very droll, very retiring, charming, brilliant character."

—JOE GRANT ABOUT JACK MILLER

The members of the Character Model Department were jacks-of-all-trades. They sculpted three-dimensional models and drew model sheets. They helped develop stories and inspired the look of backgrounds. They designed props and characters. Each had their specialty. When Joe Grant set up the Character Model Department, he selected artist Jack Miller and puppeteer Bob Jones as the first two members of his new elite team. Bob worked in three dimensions. But Jack Miller was first and foremost a character designer.

The initials "JM" appear on dozens of model sheets, from early designs of Ben Ali Gator for *Fantasia*'s "The Dance of the Hours," to early ideas for Timothy, the crows, and the stork in *Dumbo*, to the look of all the heroes of *Peter Pan*. Miller's characters are consistently entertaining and highly "animate-able." His effortless ability to create appealing characters for the studio had no equal. And yet despite his boundless talent, Miller was plagued by an insecure personality and was always conflicted about what he had accomplished at Disney.

Zeus character design for “The Pastoral Symphony” sequence in *Fantasia*. Courtesy: Howard Penner.



Vulcan model sheet for "The Pastoral Symphony."

THE TROUBLED CHILDHOOD

Jack lived a privileged but unhappy childhood, according to animation historian John Canemaker:

> John Parr "Jack" Miller was born on 31 August 1913 on New York City's upper west side in a third floor apartment at Clairemont Court. The five-year-old luxury building . . . boasted five- to eight-room apartments, each with parlors, libraries, and dining rooms containing inlaid parquet floors, bathrooms with porcelain tubs and, in the rear, Hudson River views of the Palisades . . .
>
> His [father] Harry Miller, Sr. was a hard-driving, ambitious Midwesterner whose forbearers served Ohio River riverboats at a hotel they owned called The Indian Queen. He was a self-motivated

> boot-strapper who pulled himself up financially, professionally, and socially after quitting school at age twelve to drive a funeral director's hearse.
>
> By the time John Parr was born, ambitious Harry had become the territorial chief of the western sector sales force of the Metropolitan Life Insurance Company . . .
>
> [Jack] Miller . . . enjoyed a "patrician upbringing" in a home complete with a rose garden and the services of a cook, butler and maid in the New York suburb of New Rochelle.[78]

Unfortunately, despite these amenities, Jack was a troubled kid. Only reaching a height of five-foot-five, Miller was ashamed of his physical stature and believed it marked him for failure. "Being short is something that weighed on him heavily," remembered his half-brother George Miller.[79]

In 1927, when Jack was only fourteen, tragedy struck: His mother died from blood poisoning, the result of catching her hand in the two firm rollers of a washing machine mangle. Jack's father remarried the following year. John Canemaker explained:

> Soon after the marriage, many of Harry's job responsibilities were lost in a corporate reorganization . . . The loss of prestige and perks were a severe blow to his self-esteem. Listless and depressed, he drank heavily and resigned from Met Life on 1 January 1929.
>
> With the stock market crash and America's oncoming Depression, the Millers eventually sold "that huge white elephant of a house" in New Rochelle and moved . . . to a Bronxville apartment . . .
>
> Harry was a stricken man who looked twenty years older than his [age]. He died of pneumonia complicated by depression and alcohol abuse on 5 December 1933, the day Prohibition was repealed.[80]

Jack's first steps in the "art world" came about in a rather odd way. Jack Miller recalled many years later that "a dispossessed Hungarian artist, Arpad Kallo, did portraits of my mother and father, and he sold them on the [idea] that I had talent. He came back to our home every week. I've

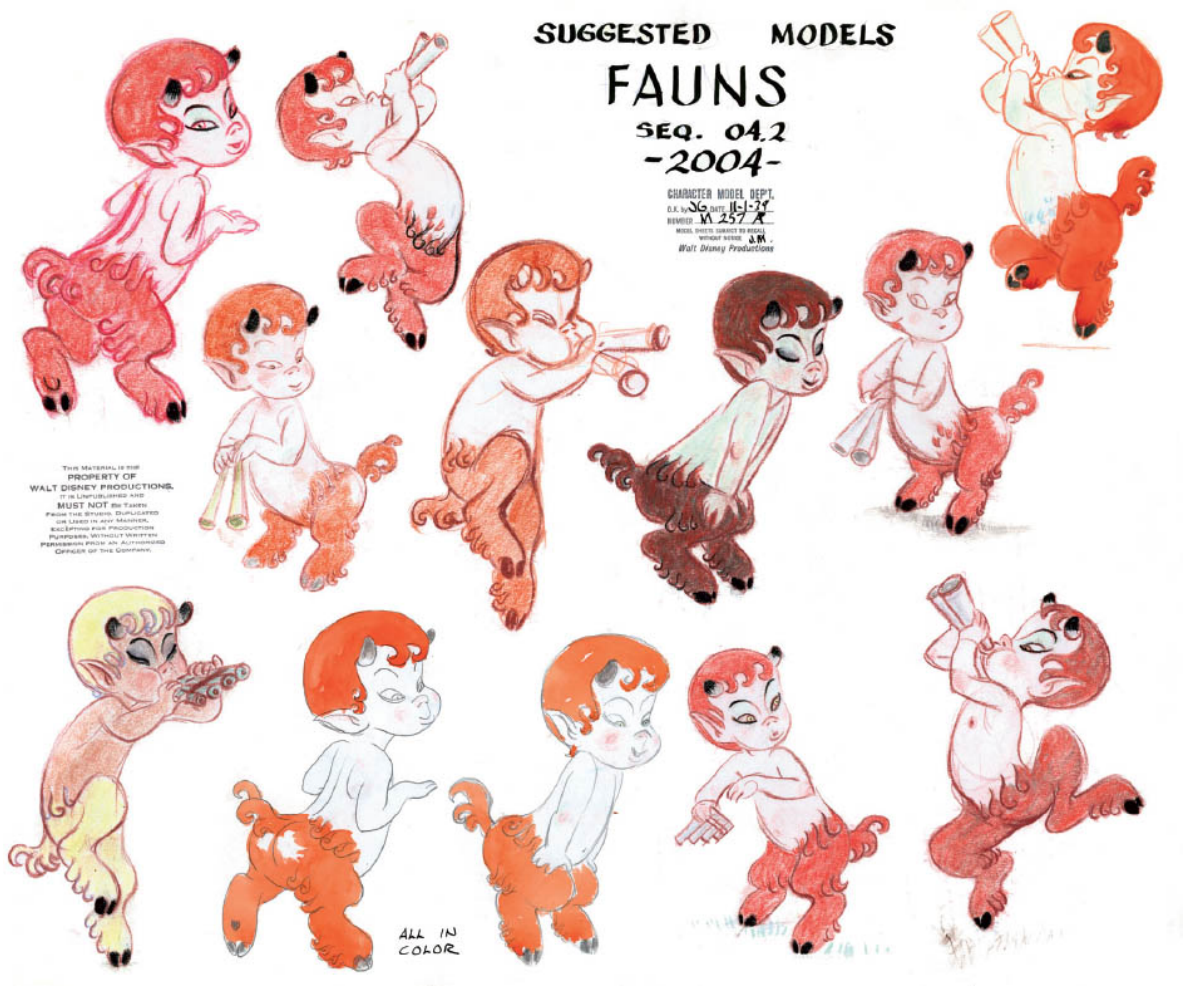
seen some of the paintings that I was supposed to have done, and he did them—little still lives." The self-deprecating story is typical, but Jack's talent was obvious, as George Miller remembered:

> Jack was the only artist in the family. His talent began to emerge as a child, when he would build elaborate dioramas of Indian villages in the basement. Years later I remember seeing a miniature carving of a rainbow trout mounted on a plaque. I was surprised that such detail and cleanliness of execution could have been the work of a kid.[81]

In this context, the role played by Arpad Kallo must have been fairly peripheral . . . a minor enabler at most.

Jack Miller attended Blair Academy, a posh New Jersey prep school, and claimed to have studied at New York's Art Students' League "and didn't learn anything."

The Walt Disney Archives also notes that Miller attended Grand Central Art School in New York City for two-and-a-half years. Finally George remembered Jack "making an offhanded remark about attending the now defunct Corcoran School of Art."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ALL IN COLOR

Fauns model sheet for "The Pastoral Symphony."

"When my father died," explained George, "his widow Evelyn felt she'd lost much of the status that she'd struggled a lifetime to attain. California looked like a big open field where she could experience life in a different way." Evelyn decided to move to Los Angeles with her two-year old son George and twenty-year-old stepson Jack.[82]

Jack Miller was hired by the studio in December 1934, shortly after the family's arrival in California, thanks to his aunt who "knew someone who was working at Disney."[83] Like many before him, he started on the lowest rung—the Inbetween Department, headed by George Drake. One of his colleagues in the Inbetween Department's "bullpen" was artist Jack Bradbury, who had joined the studio just a few weeks earlier on November 5.

James Bodrero (left) and Jack Miller working on early character designs for *Song of the South*.

INNATE TALENT

Bradbury remembered how impressed he was by the facility of his young colleague:

> It was quite lonesome in that front row working alone, and I was happy to have company with whom to share my inbetweening woes. The new man was Jack Miller from New Rochelle, New York. He was a little older than I and it was soon very obvious he possessed a lot of talent and had had considerable art training, for he drew so easily and well. Going through this trial period together gave us a

common bond and we became and remained good friends from then on. As he lived in the west part of Hollywood and had a car, he kindly gave me a ride to and from work each day . . .

Not having done any drawing for many months, I was now struggling with an inability to make my hand and brain coordinate properly . . . Miller, however, had no such problem, for drawing came so easily to him. He did have some difficulty with this strange business of making one drawing work between two others, but only because he'd not done it before. My new friend seemed not at all concerned about the work we were supposed to be learning to do, for while I strove diligently on my inbetweens, he spent most of his time drawing everything but inbetweens . . .

In just a short time, Miller's exceptional ability was recognized and he left tryout row to work as an assistant to an animator named Grim Natwick.[84]

Jack's career as an assistant animator seems to have lasted only a very short time. "It was obvious that [animation] was not my field," recalled Miller years later, "so they moved me into Layout." But layouts were still too close to the "mechanical" side of the animation business and one has difficulty imagining Jack thriving in this new role. Miller needed more creative freedom. He needed to draw and sculpt "as he pleased."[85]

This was not easily achievable within the studio, but no such deadlines or artistic constraints existed at home. Jack's halfbrother, George, remembered that one evening, probably around the time of the making of the short *Toby Tortoise Returns* (1936), Miller had invited a fellow artist to his place. "I'd go to bed, and I remember one morning waking up and the two of them had spent the whole night woodcarving, and the living room was just in shavings about this deep. When I went to bed [Jack] had this block of basswood or whatever it was, and when I woke up there was this model of Toby Tortoise in wood."[86]

THE ULTIMATE CHARACTER DESIGNER

This classically trained artist who sculpted characters and drew with passion eventually caught the attention of the highly sophisticated Disney story artist Joe Grant. The two men were part of the same universe and understood each other easily. Miller became one of the three founding members of the Character Model Department on October 11, 1937.[87] In this new department, his "outsider" status in the animation field was no longer an issue. His colleague Martin Provensen would later explain their unique position better than anyone:

> I am a very atypical Disney person. I was tremendously interested in painting at this time, and I was painting at home. I enjoyed the studio, but it wasn't my only source of input. There were a lot of things I didn't pay much attention to. I think Campbell [Grant] and I felt very much the same way about it, and [Jack] Miller, too. We were going along for the ride.[88]

The ride began as a fun one for Miller, who confided to animation historian Michael Barrier, "It was all so new and casual and easy at Disney."[89]

Jack was involved in all the projects that came through the Character Model Department. Throughout 1939, he was designing characters for "The Dance of the Hours" and the "The Pastoral Symphony" in *Fantasia* (Ben Ali Gator, the fauns, Zeus, and Vulcan); for *Pinocchio* (Lampwick as a donkey, a Russian and a Dutch marionette, kids from Pleasure Island, the Coachman's assistants, and even abandoned characters like the schoolchildren); for *Uncle Remus* (various critters); and even for Joe Grant's brainchild *Lady* (which years later became *Lady and the Tramp*).

Miller was just getting started. His masterpieces were created in 1940, probably his busiest and most productive year at the studio. For *Dumbo*, he designed Timothy, the crows, and the stork, and he worked on several concepts for the ringmaster. His characters, once again, are well-defined, original, fun, and appealing. They have charisma and clear personalities. This is also the case for all of the heroes of *Peter Pan* that Miller drew that year: Captain Hook and his pirates, Peter Pan, Tinker Bell, Wendy, Michael, John, Nana, the Lost Boys, and Tiger Lily.[90]

Character design of Lady in the style of Jack Miller. Courtesy: Van Eaton Galleries.

There is a storybook quality to Miller's character models that is reminiscent of the most elaborate drawings by Ernest Shepard, the illustrator of *Winnie the Pooh* and *Wind in the Willows*. This similarity might explain why around 1940, Miller was also working on idea sketches, character models, and even a brief outline for an animated cartoon version of *Winnie the Pooh*. It is also probably that same year that Jack Miller, along with Albert Hurter, started developing his idea for a tale, originally titled *The Story of a Hat*, which, under the guidance of Joe Grant and Dick Huemer, would later become the "Johnny Fedora and Alice Bluebonnnet" sequence in *Make Mine Music* (1946).[91]

SUGGESTIONS FOR
LADY
- 1238 -
CHARACTER MODEL DEPT.
O.K. by 26 DATE 12-26-39
NUMBER M 285 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE
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129-178-1
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Early model sheet for *Lady* by Joe Grant and Jack Miller.

THE KID

Joe Grant once described Jack as "a very droll, very retiring, charming, brilliant character."[92] Miller's tremendous charm was felt by kids and adults alike. One of Joe Grant's daughters was still under his spell more than fifty years later:

> Long ago now, this handsome, sweet man would show up at our home as a very welcome guest and with him would come exciting gifts and the face of devoted friendship that I can still see in my mind's eye today. As such a young child I can still remember his welcome smile, and the love that emanated from him. He would always have beautiful gifts for my mother and myself. Things that I

had never, ever seen before, probably because they were from different parts of the world. As I would sneak around corners watching him unpack his wonderful stuffed brown leather suitcases I would feel this man's love and warmth even though I was barely three years old. Funny how one remembers just certain people in a lifetime. He was one of those people to me.[93]

"He was extremely generous," added George. "He was himself a kid all his life. He was the best gift-giver you can imagine for any kid, because he was in their heads. He adored kids."[94]

The boyish charm was contagious and endeared Jack not just to kids but also to his colleagues. He soon became good friends with Joe Grant and Martin Provensen, with whom he frequented socially.[95] According to historian Michael Barrier, "Miller sometimes stayed with the Grants while he worked at Disney, and fired some models in Joe's kiln. He sculpted some of the clay figures for *Fantasia* and specifically remembered a triceratops."[96]

Jack Miller working on background designs for *Pinocchio*.

And, of course, Jack never stopped drawing. "When we went to restaurants around 1939," recalled George, "he always had a sketchbook in his pocket and he would draw the people at the adjacent tables. These were just exercises to see how different faces looked in different lights, etc."

But despite this apparent idyllic lifestyle, Jack Miller was inherently unhappy and dissatisfied. "He didn't know what it was he wanted to do," according to his half-brother. "He looked down on his style. When I was six to ten, we lived up in the Hollywood Hills and he had that special room set aside in which he was always trying to find another line of work outside of Disney that would allow him to draw more artistic stuff. At that time, *Fortune* magazine was famous for its covers and he did a whole series of things that he hoped to submit. I also remember him drawing pictures of humanized Coca-Cola bottles that he hoped to sell for billboard campaigns or whatever."[97]

FROM BABY WEEMS TO LATIN AMERICA

Ironically it was around that same time that Miller was actually producing his most exciting work for the Disney studio. Joe Grant assigned him to handle "Baby Weems," a short often praised as the artistic highlight of the movie *The Reluctant Dragon*, which would also become Jack's masterpiece.

With such an accomplishment under his belt, and considering that Miller had established himself as Disney's foremost character designer, it is little wonder that he was one of the happy few selected by Walt to join him on the 1941 research trip to South America that gave birth to *Saludos Amigos* and *The Three Caballeros*.

For Miller, the trip, which lasted from August 13 to October 22, 1941, included stops in Brazil, Argentina, Bolivia, Peru, Ecuador, and Mexico. His role, as always, involved sketching interesting personalities and scenic locales. In Rio, along with Herb Ryman, he drew caricatured versions of a green parrot that would become the star of *Saludos Amigos*'s Jose Carioca. In Buenos Aires, Argentina, according to his very brief diary of the trip, he "spent [a] few days taking notes and making quick sketches

around town; [capturing] details of characteristic architecture, signs, tradesmen's carts, etc.; reading literature on Argentine and the gaucho . . . Made sketches for reference on costuming, props, wagons, etc. identified with Gaucho life . . . Studying [artist Florencio Molina] Campos' drawings and taking notes on characteristic Criollo outfits . . . Witnessed [the 'zamba' traditional dance] and made drawings of the men and horses . . . Worked on developing possible Gaucho characters . . . Sketched group of Argentine dancers doing traditional dances."[98]

On his return, Miller seems to have been assigned to at least three projects related to Latin America: the Lake Titicaca sequence from *Saludos Amigos*, which he tackled in collaboration with Mary Blair and storymen Homer Brightman and Roy Williams; the story of the Chilean plane Pedro, along with Martin Provensen, Joe Grant, and Dick Huemer; and the story board for the abandoned *The Lady with the Red Pompom*, on which Miller was hard at work in April 1942. The storyline of this latter project, set in Brazil, was fairly unexciting, but—as could be expected with Miller at the helm—it featured a cast of beautifully designed characters, including Jose Carioca, an unnamed Toucan, and an early version of the Aracuan bird.[99]

When Miller came back from the Latin American tour, the projects linked to the trip were not the only ones to keep him busy. He was also working on an idea dear to Walt's heart: *Bongo*, a featurette based on the story *Little Bear Bongo* by Sinclair Lewis, which many years later became part of the package feature *Fun and Fancy Free*. He had also been tasked by Joe Grant to try and revive the *Don Quixote* project that John Rose, Diana March, and Eduardo Solá Franco had unsuccessfully tried to develop throughout 1939.[100] If John Rose had had his way, Jack Miller would also have been asked to illustrate a version of the eighteenth-century poem by Samuel Taylor Coleridge, *The Rime of the Ancient Mariner*, a tantalizing prospect if there is one, but one which sadly remained an unrealized dream.[101]

THE INSECURE NEW YORKER

Shortly before the start of World War II, explained Jack, "I seem to have come under the influence of a couple of friends, [story artists] Dun Roman and Aurie Battaglia, malcontents, sophisticated people from the East. Roman was a copycat sophisticate who was disparaging about the people who worked at Disney's. I must have taken a little bit of that up."[102] The influence of Roman and Battaglia, combined with Miller's innate artistic insecurity, took their toll. The fact that by the early days of 1942, Jack had been assigned to unexciting propaganda projects, like *The Ever Normal Granary*,[103] were the last straw and led him to decide to leave Disney and join the Navy. His last day at the studio was June 19, 1942. He never looked back.

According to John Canemaker, "[Miller] served three-and-a-half years, mustering out on January 5, 1946, as a Chief Specialist. He served at the film unit at Anacostia Naval Station in Washington, D.C., where secret reconnaissance and tactical planning films were made especially for the Pacific theatre."[104]

A month after being decommissioned, Jack Miller visited the Disney studio to meet with his former colleagues. On February 11, the head of the Story Department, Hal Adelquist wrote Walt:

> [Producer] Perce [Pearce] had a chat with Jack and mentioned that we were doing [*Darby O'Gill and*] *The Little People*. Jack was interested to read [John Tucker] Battle's last treatment. After reading it he was very enthusiastic, and indicated that he would like to work on it. Perce thought he would be very good on developing models of the characters. He could work on it on an assignment arrangement.[105]

The movie was initially envisioned as a combination of live action and animation, with actor Barry Fitzgerald playing the lead, and Jack Miller designing the cartoon characters, including the salty little King Brian Connors.[106]

But in the end, with the war over, Miller decided not to return to California but to settle in New York City, where in 1947 he began a career as a children's book illustrator under the name J. P. Miller. He was likely influenced by his former Disney colleague, Martin Provensen, who, along with his wife, Alice, was already building a strong reputation in that field.

As was the case with the Provensens, modernism strongly influenced his new style, as George explained:

> J. P. Miller, who was an avid admirer of Matisse, believed that applying Matisse's simplified shapes, patterns and flattened space to his illustrations could raise the level of public sophistication as well as connect with the way that children experience the world . . .
>
> Back East, social activity occupied a great deal of his time. By the time I got out of college and went to N.Y., he was living on 49th Street, close to midtown. People were always dropping in and that was very distracting for his work. He was thrilled to be distracted in that way. Any deadline he had was working all around the clock and delivering things just in time for his publishers.[107]

Story boards for the 1942 abandoned educational short *The Ever-Normal Granary*, one of Jack Miller's last assignments at the studio.

An active social life in an exciting city combined with a successful career would have made the happiness of many, but behind the cheerful façade, Miller was an angry man who nursed an ambivalent relationship with his work. And to make matters worse, on January 30, 1960, Jack Miller entered into a disastrous marriage. When the couple divorced in 1988, Jack's savings had evaporated.[108]

"Jack at that point was so reduced [financially]," said George, "he was living in borrowed houses and finally for the last ten years of his life came to live with us [from 1994 to 2004]."[109]

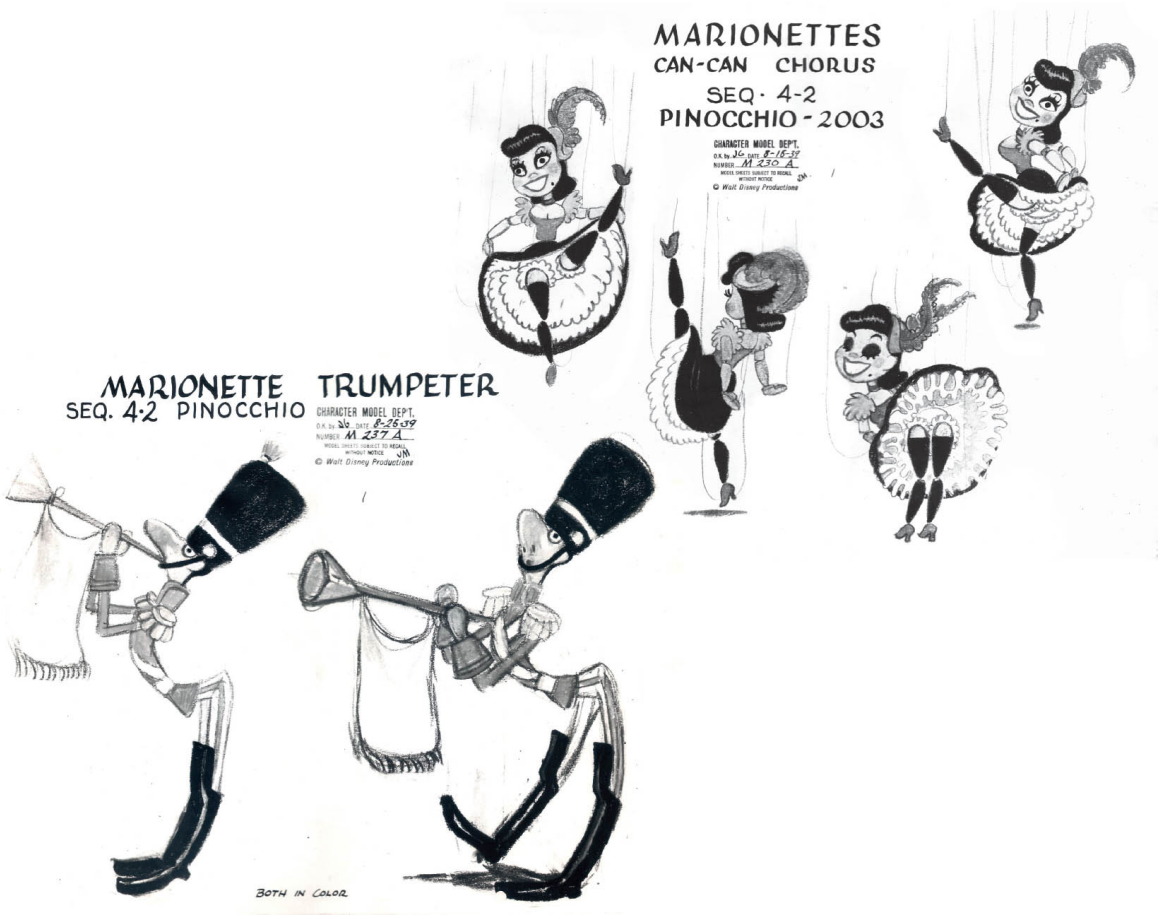
Jack Miller died of pneumonia on October 29, 2004, at Win-throp Hospital in Long Island.

Over the years, many Disney artists were involved in one way or another in character design. Two of them stand out as first and foremost character designers—Jack Miller and, from the 1970s onward, Ken Anderson. Ken Anderson's career at Disney lasted for forty-four years, Miller's only eight. It was way too short, and yet long and creative enough to leave an indelible mark on the history of Walt's studio.

Early model sheet for *Pinocchio*.

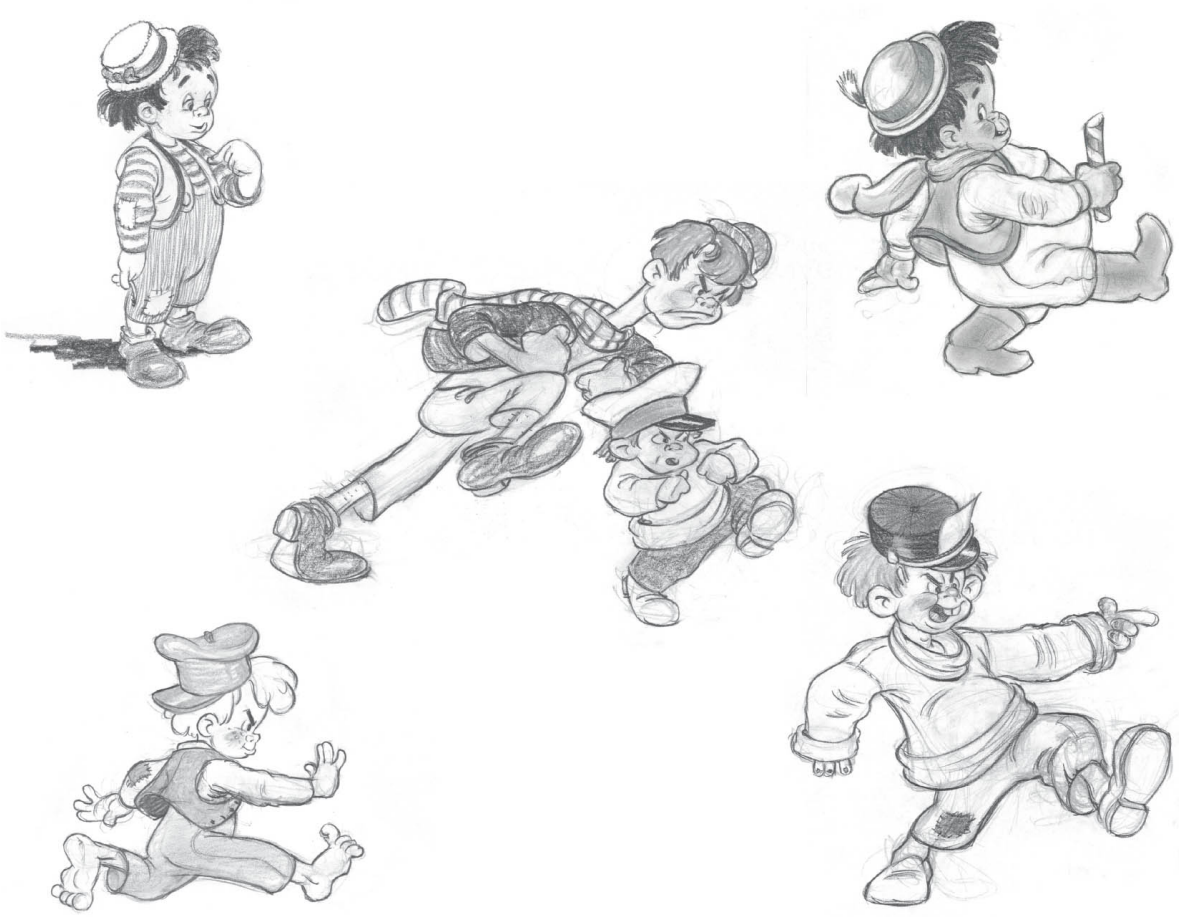
Model sheet for the "Stromboli's puppet show" sequence in *Pinocchio*. Courtesy: Mike and Jeanne Glad.

More model sheets for the “Stromboli’s puppet show” sequence in *Pinocchio*.

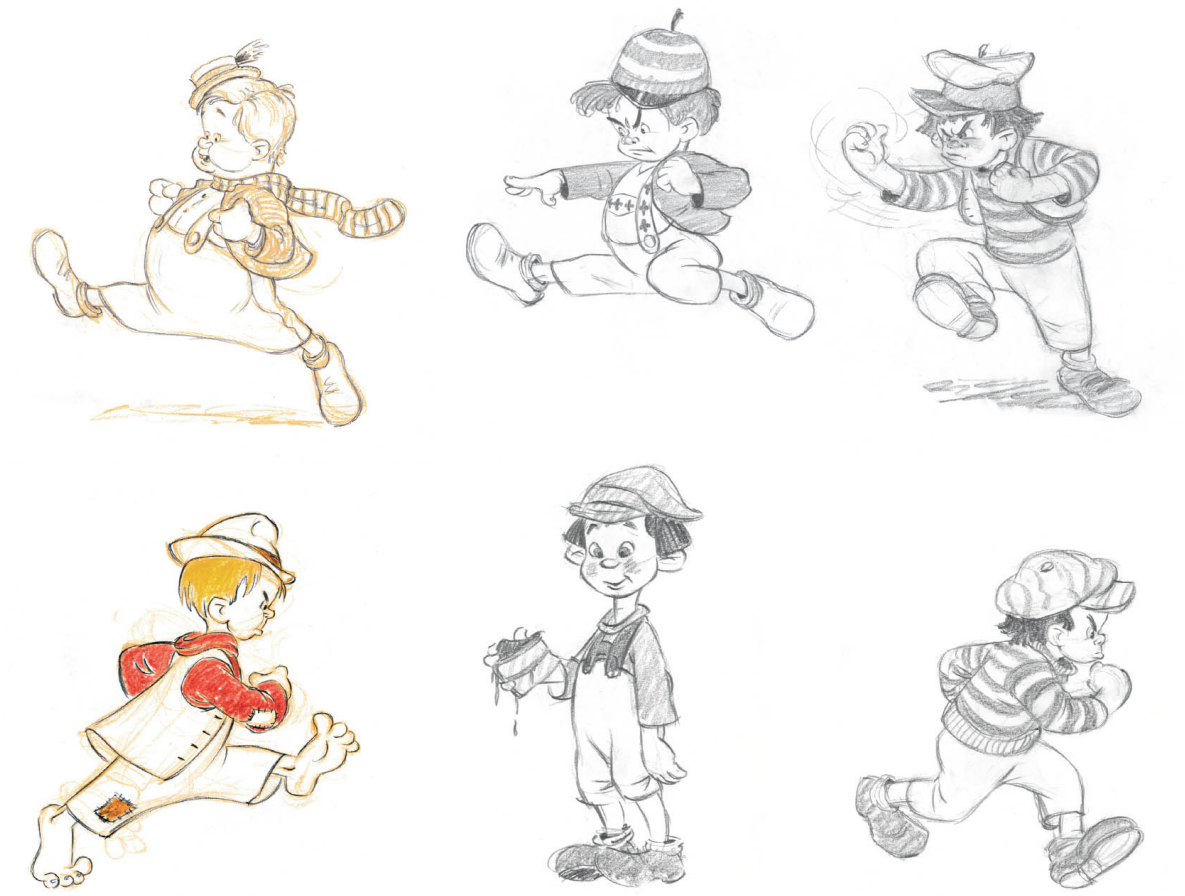


More model sheets for the “Stromboli’s puppet show” sequence in *Pinocchio*.

Character designs for the “bad boys” in *Pinocchio*.



Character designs for the “bad boys” in *Pinocchio*.



Character designs for the "bad boys" in *Pinocchio*.

Jack Miller's story sketches for the "Baby Weems" sequence in *The Reluctant Dragon* (1941) showcase his unsurpassed skills as a character designer.

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-DUMBO-
"STORK SUGGESTIONS"
SEQ. 01.D
2008
CHARACTER MODEL DEPT.
O.K. DATE 10-4-40
NUMBER M 413 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE J.M.
Walt Disney Productions
100-23-1
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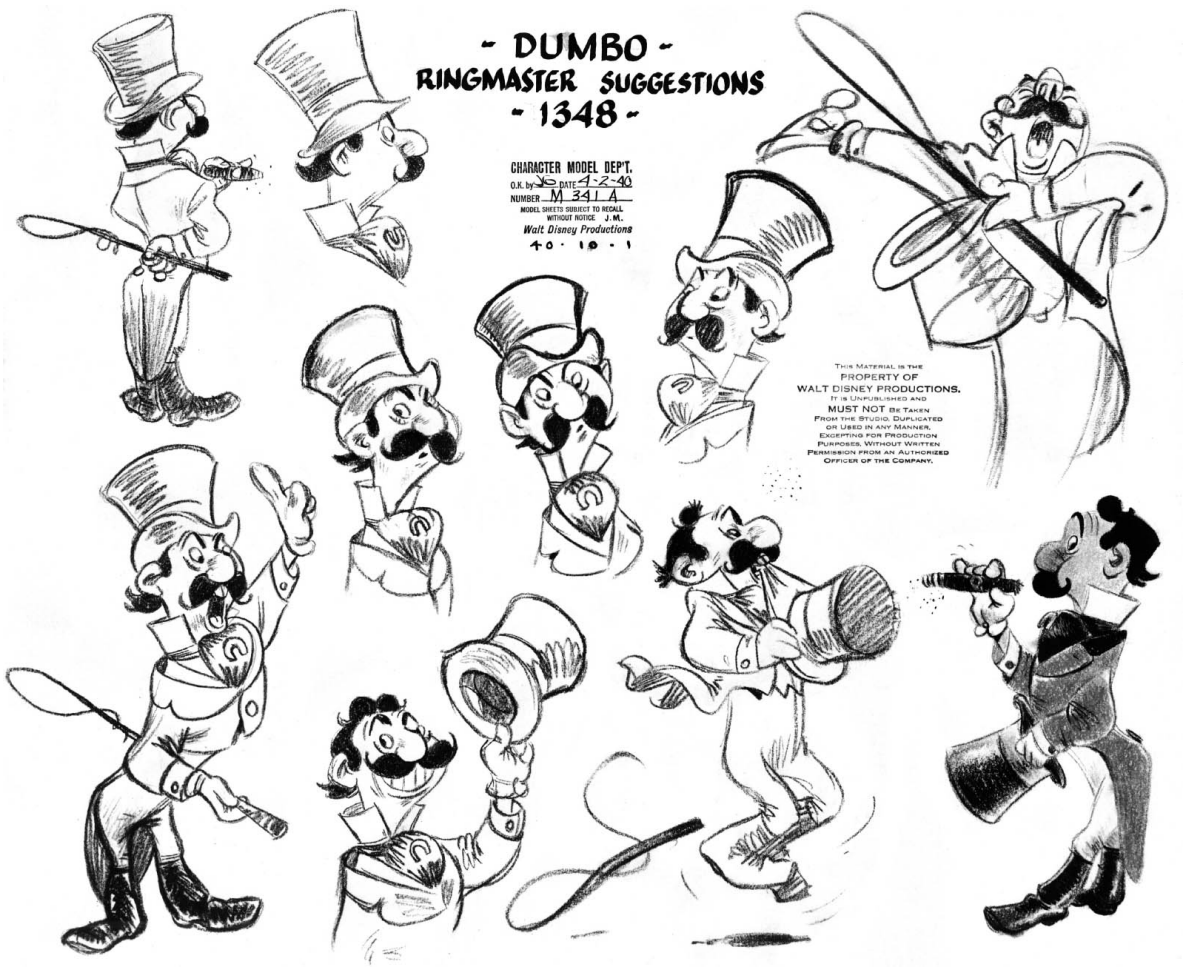
Early model sheets for various characters from *Dumbo* (1941).


- DUMBO -
RINGMASTER SUGGESTIONS
- 1348 -
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O.K. by DATE 4-2-40
NUMBER M 341 A
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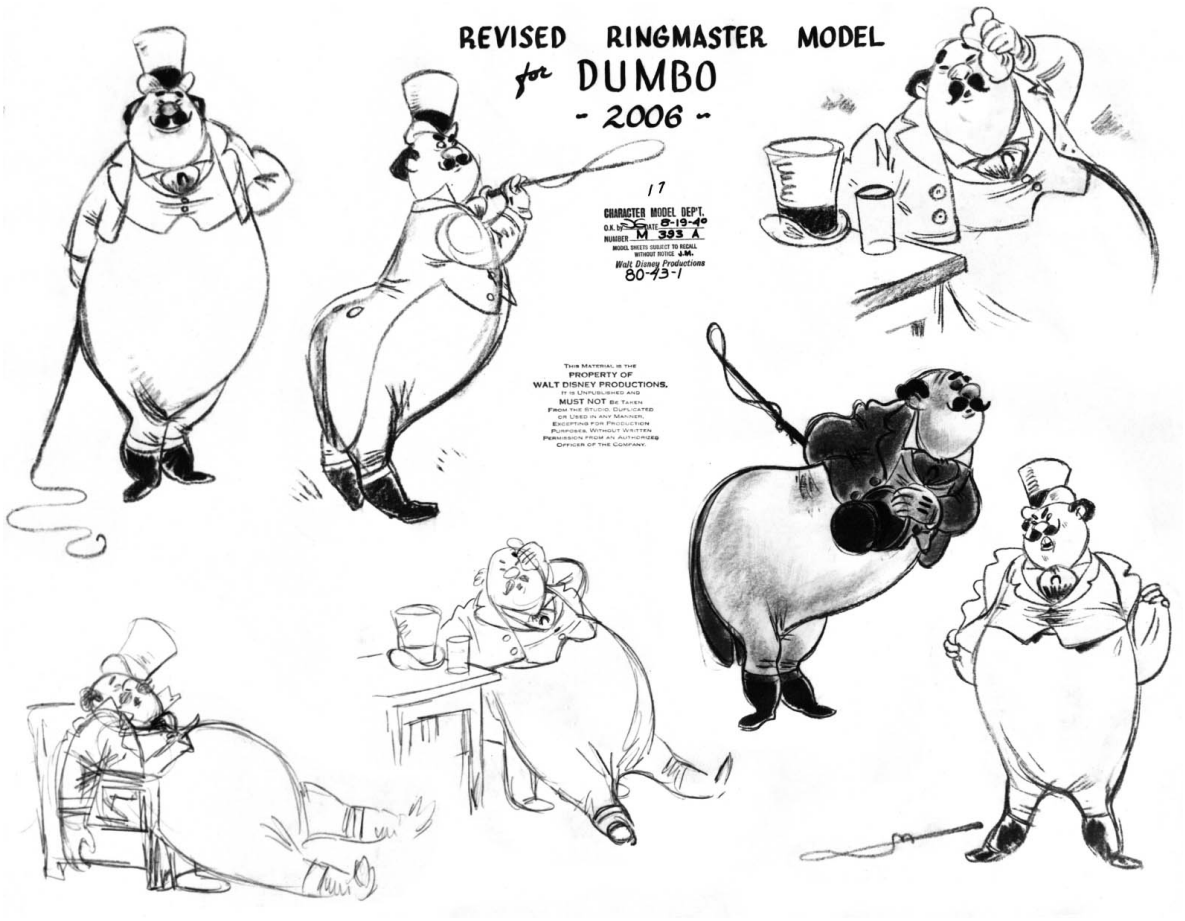
Early model sheets for various characters from *Dumbo* (1941).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for DUMBO
- 2006 -
17
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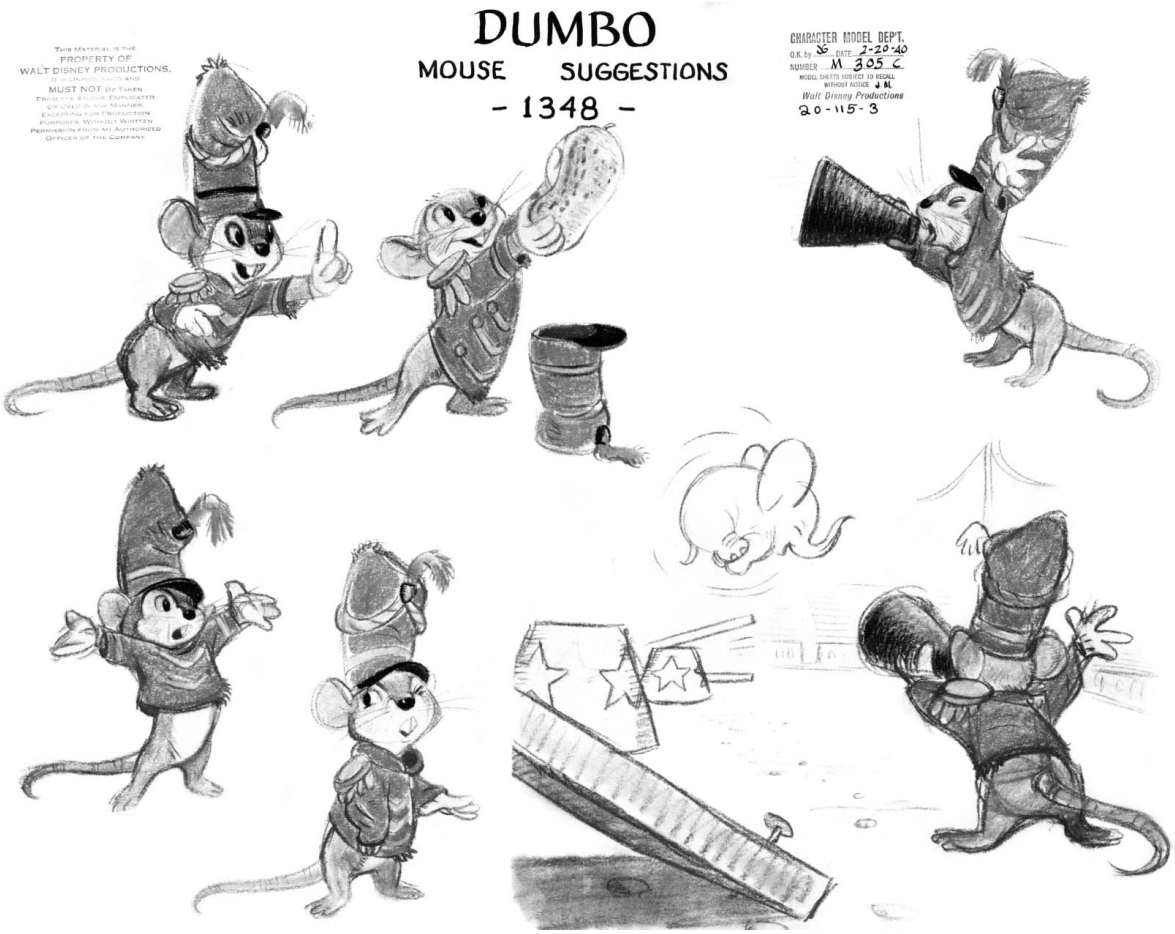
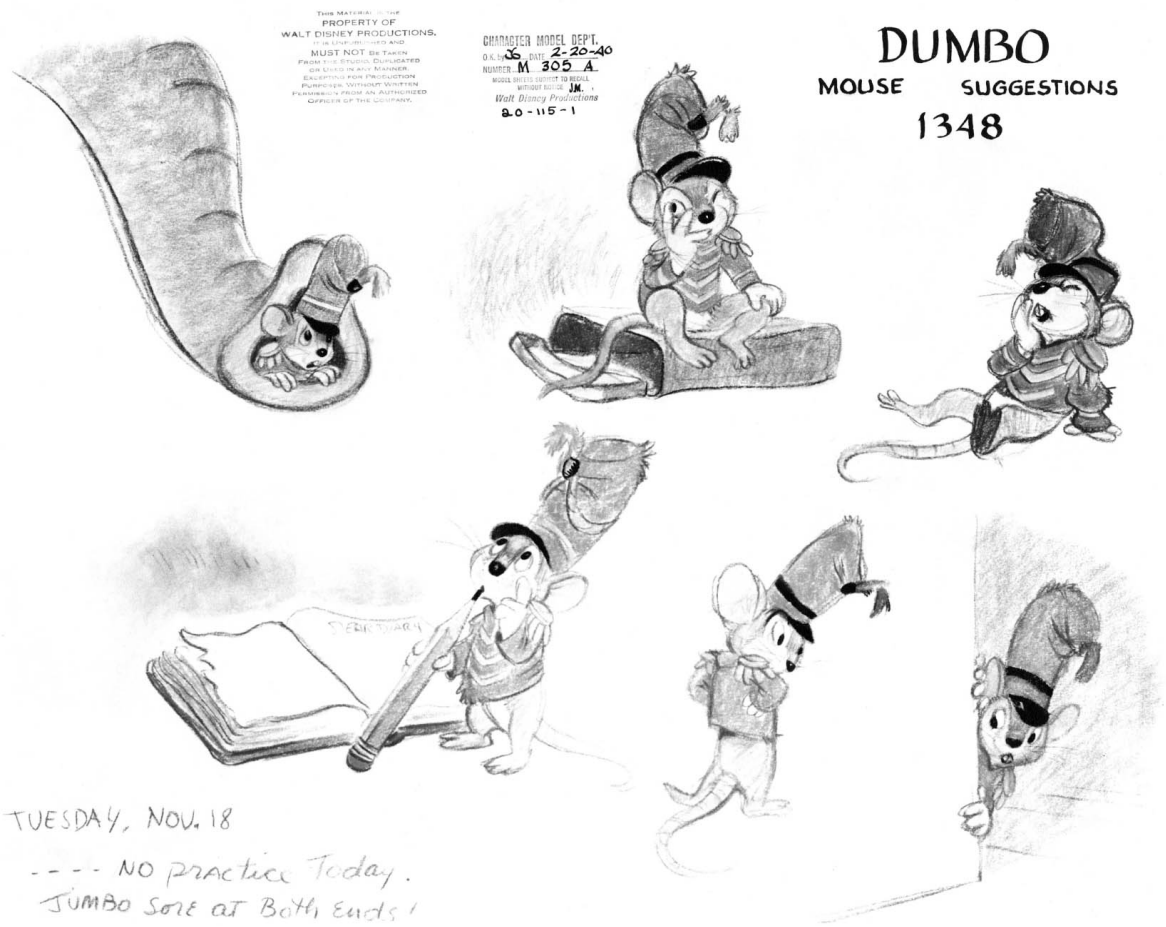
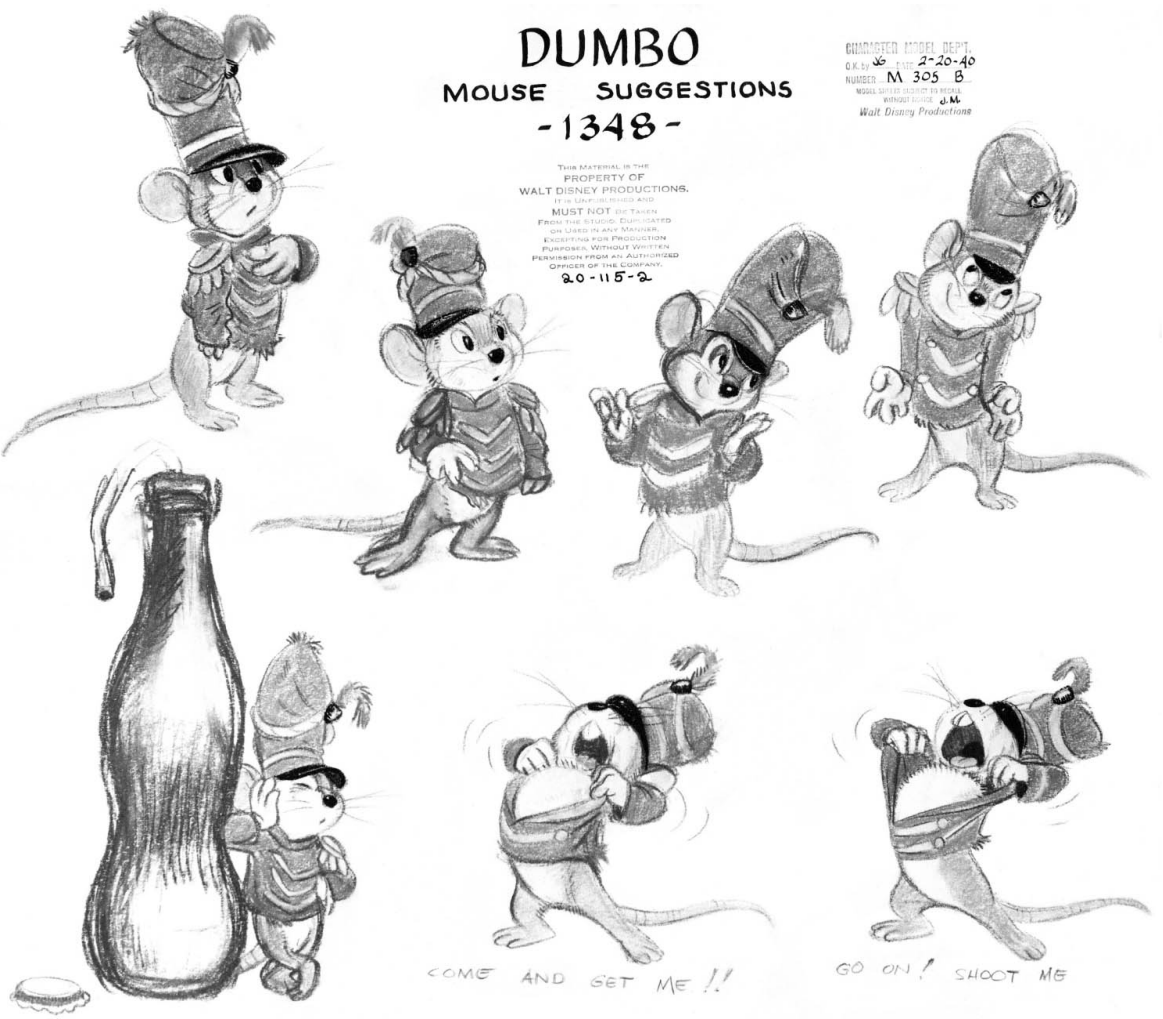
Early model sheets for various characters from *Dumbo* (1941).



Early model sheets for various characters from *Dumbo* (1941).



Early model sheets for various characters from *Dumbo* (1941).


DUMBO
MOUSE SUGGESTIONS
-1348-
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O.K. by XG 2-20-40
NUMBER M 305 B
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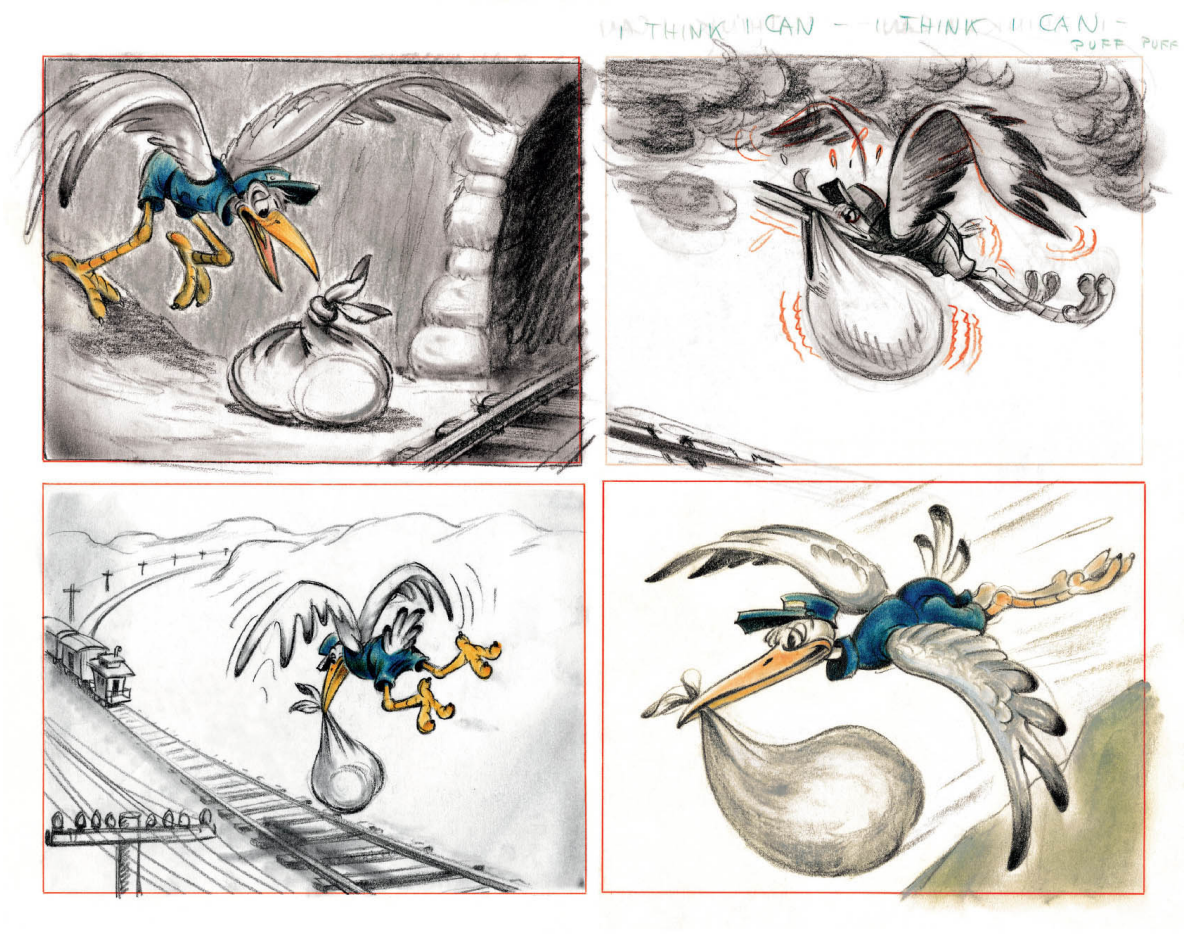
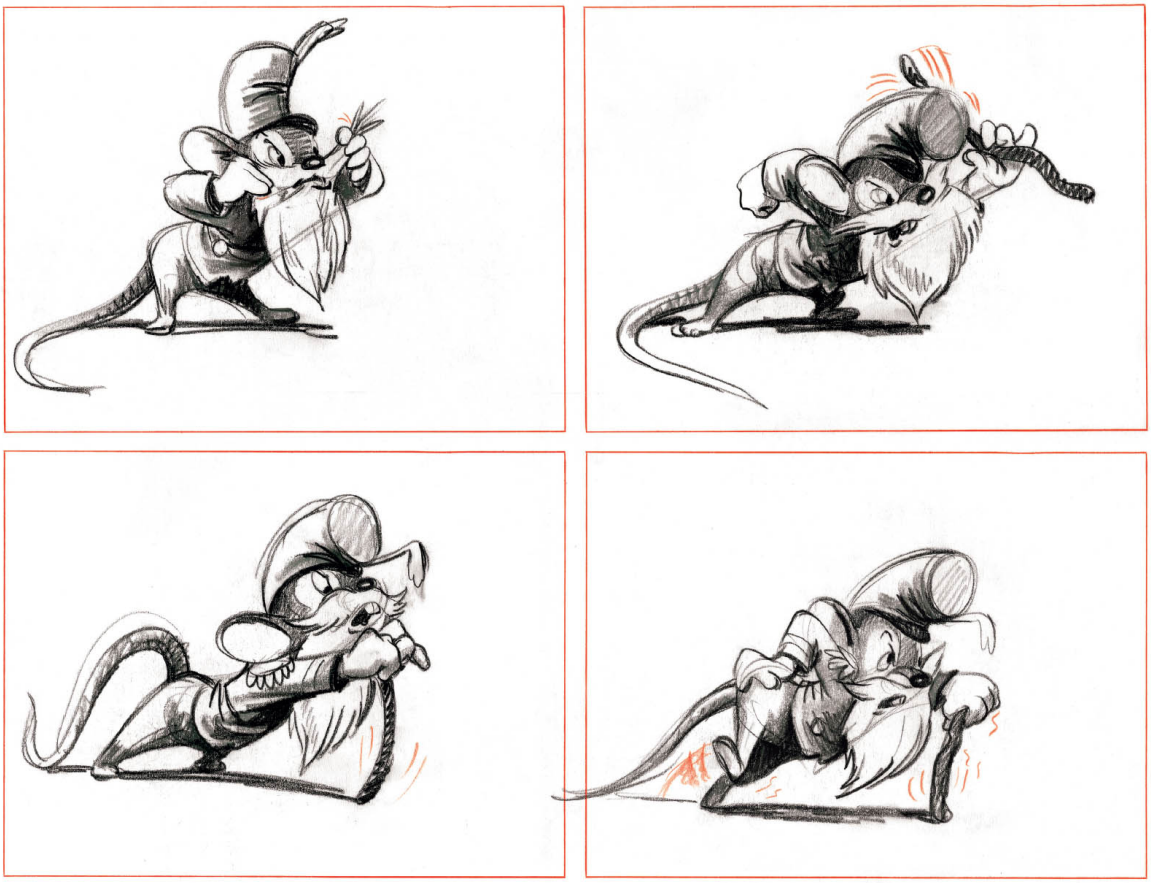
20-115-2
COME AND GET ME !!
GO ON ! SHOOT ME

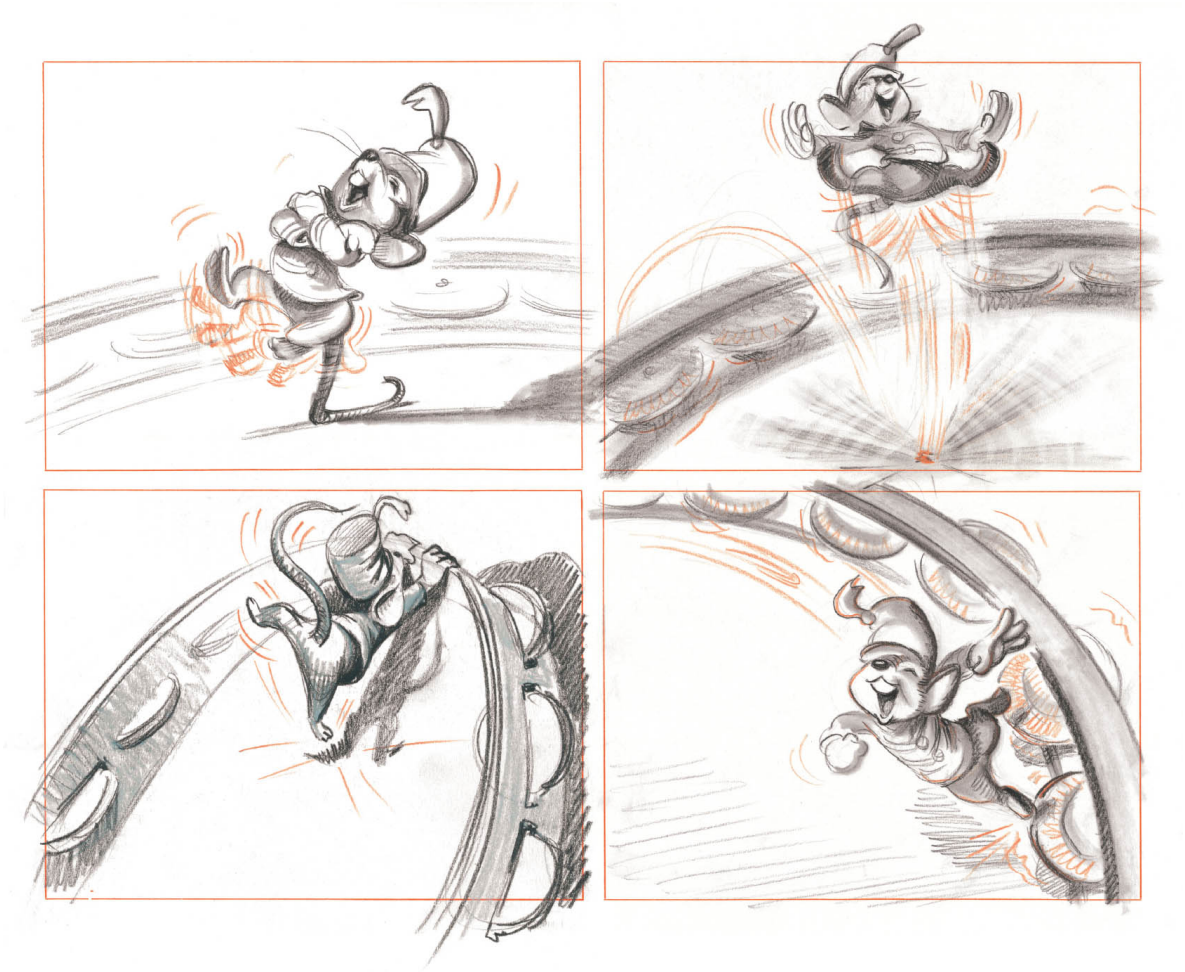
Early model sheets for various characters from *Dumbo* (1941).



Story sketches for the stork sequence in *Dumbo*.



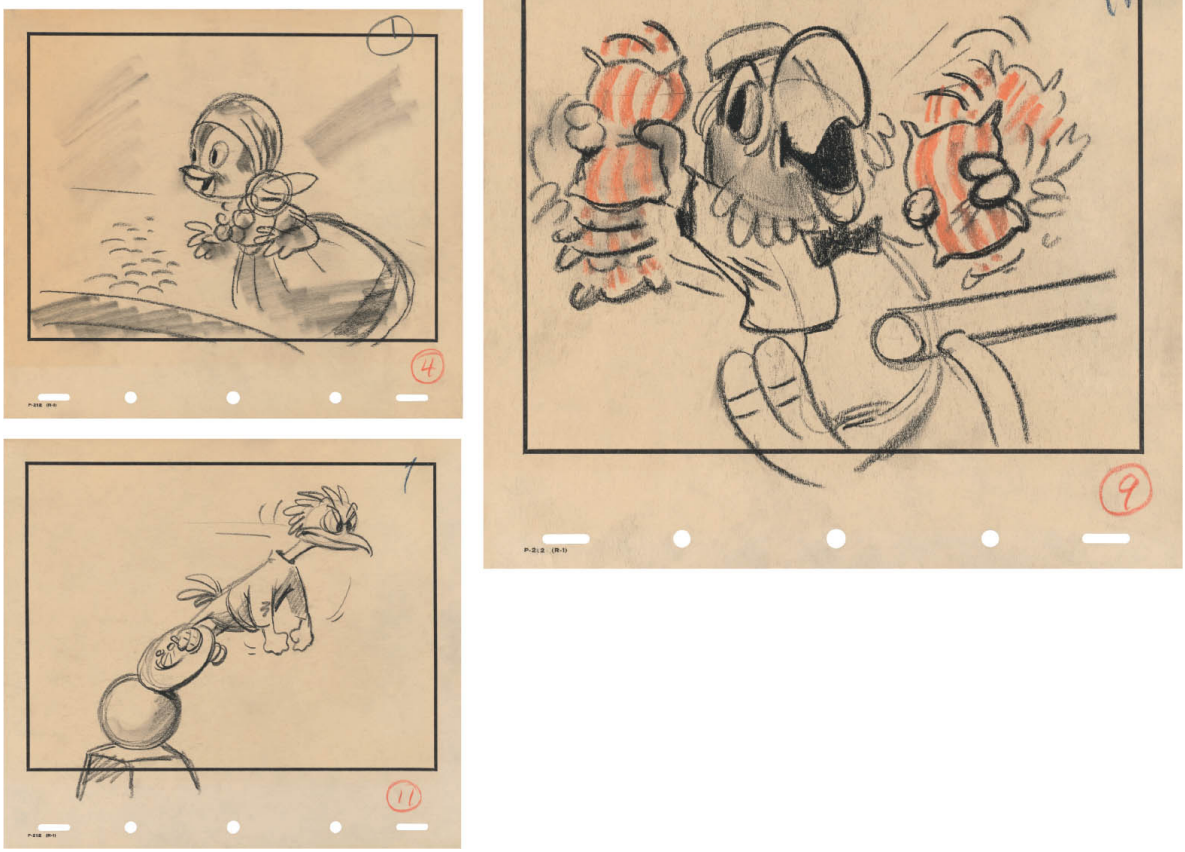
Story sketches for two sequences in *Dumbo* featuring Timothy.



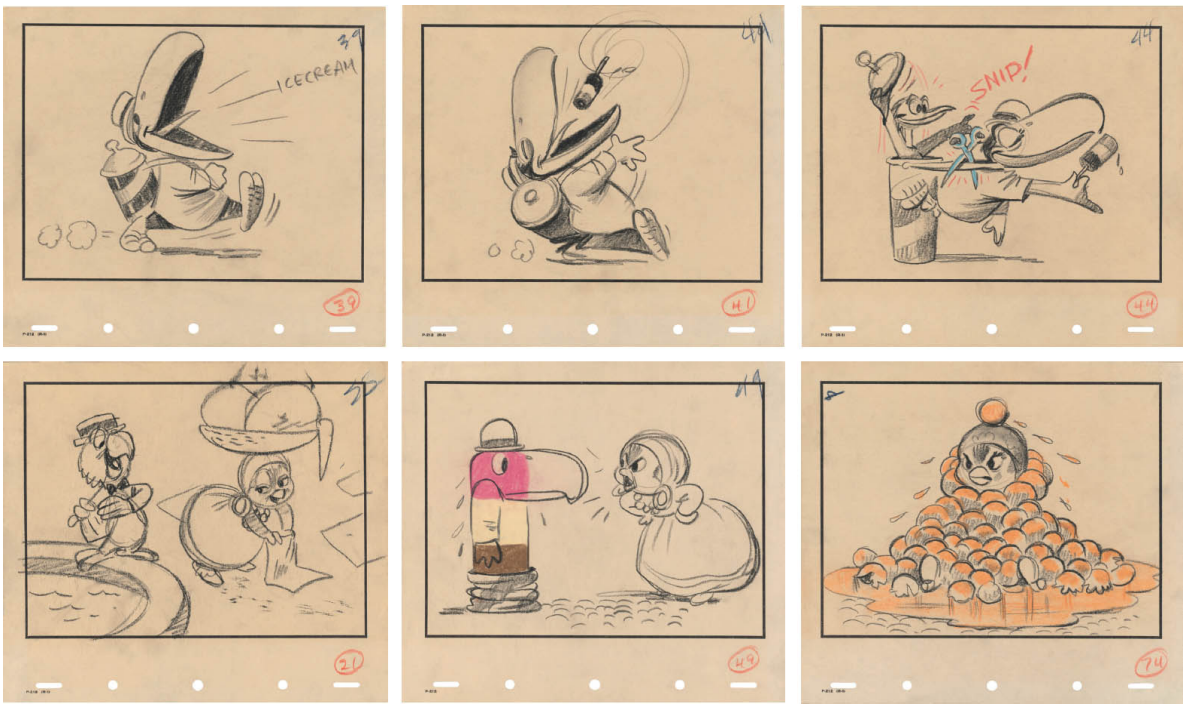
Story sketches for two sequences in *Dumbo* featuring Timothy.

Character design for the abandoned *Don Quixote* project. Courtesy: Heritage Auctions.

Don Quixote. Courtesy: Roxanne Lapidus.



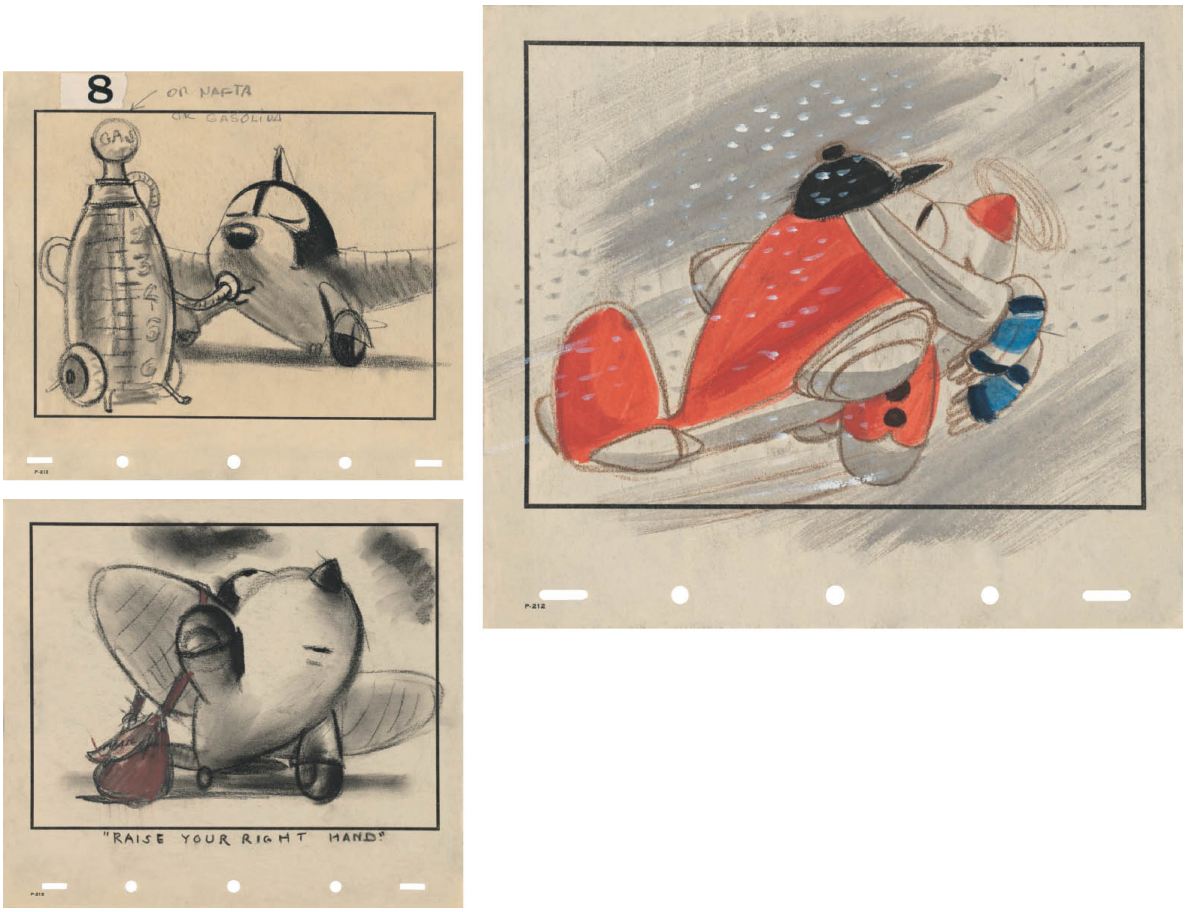
Story sketches for the abandoned short *The Lady with the Red Pompom*.



Story sketches for the abandoned short *The Lady with the Red Pompom*.

Peruvian boy and his llama.

Gag drawing based on a real event which took place during the Disney artists' trip to Lake Titicaca in 1941. Jack Miller's colleague, Lee Blair, eager to film the balsa boats fell into the lake.



Three story sketches from the “Pedro” sequence in *Saludos Amigos* in the style of Jack Miller.

- PETER PAN -
"SUGGESTIONS FOR CAPTAIN HOOK"
- 1016 -
CHARACTER MODEL DEP'T.
O.K. by DATE 10-11-40
NUMBER M 414 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE J.M.
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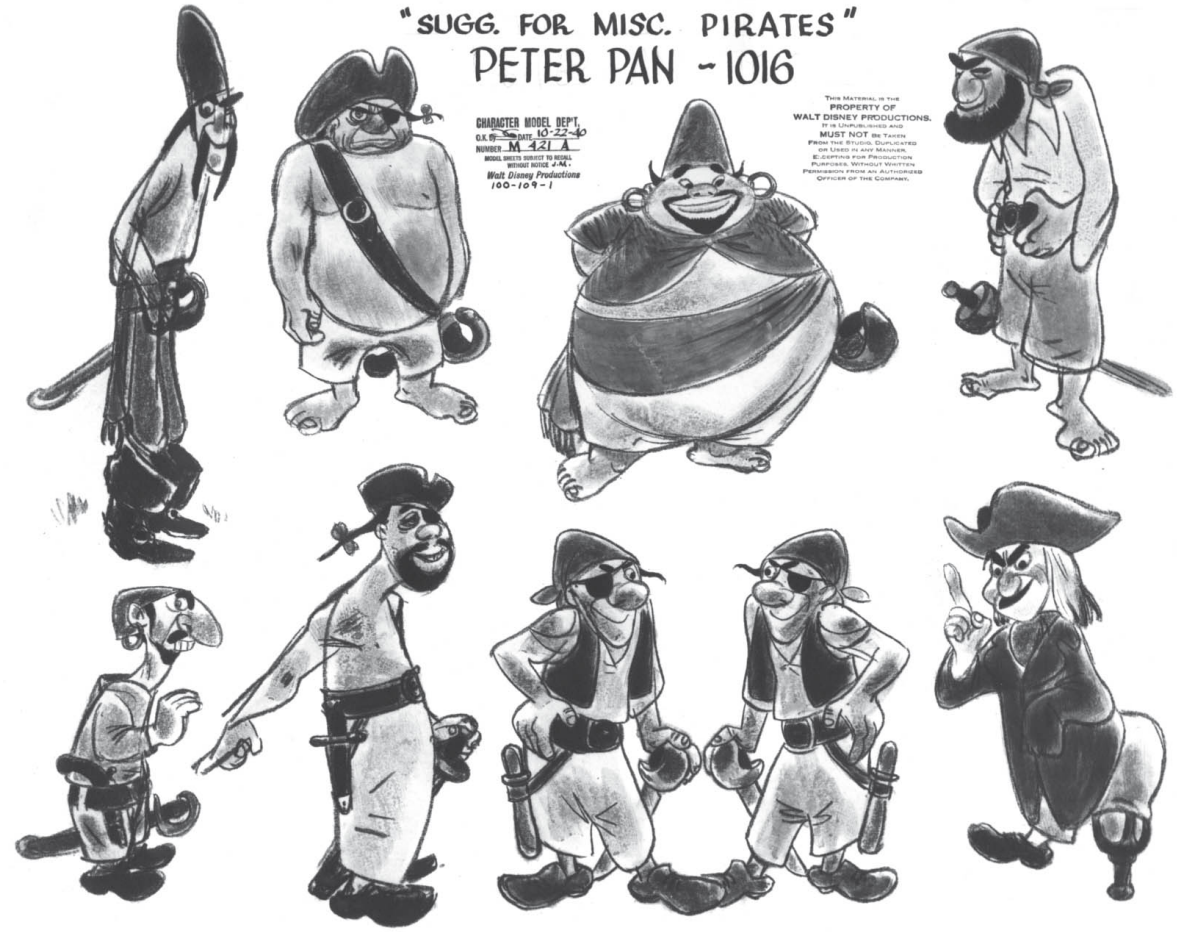
Early model sheets for *Peter Pan*.


"SUGG. FOR MISC. PIRATES"
PETER PAN -1016
CHARACTER MODEL DEPT.
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NUMBER M 421 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE J.M.
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Early model sheets for *Peter Pan*.

"SUGGESTIONS FOR NANA"
PETER PAN
-1016-
CHARACTER MODEL DEPT.
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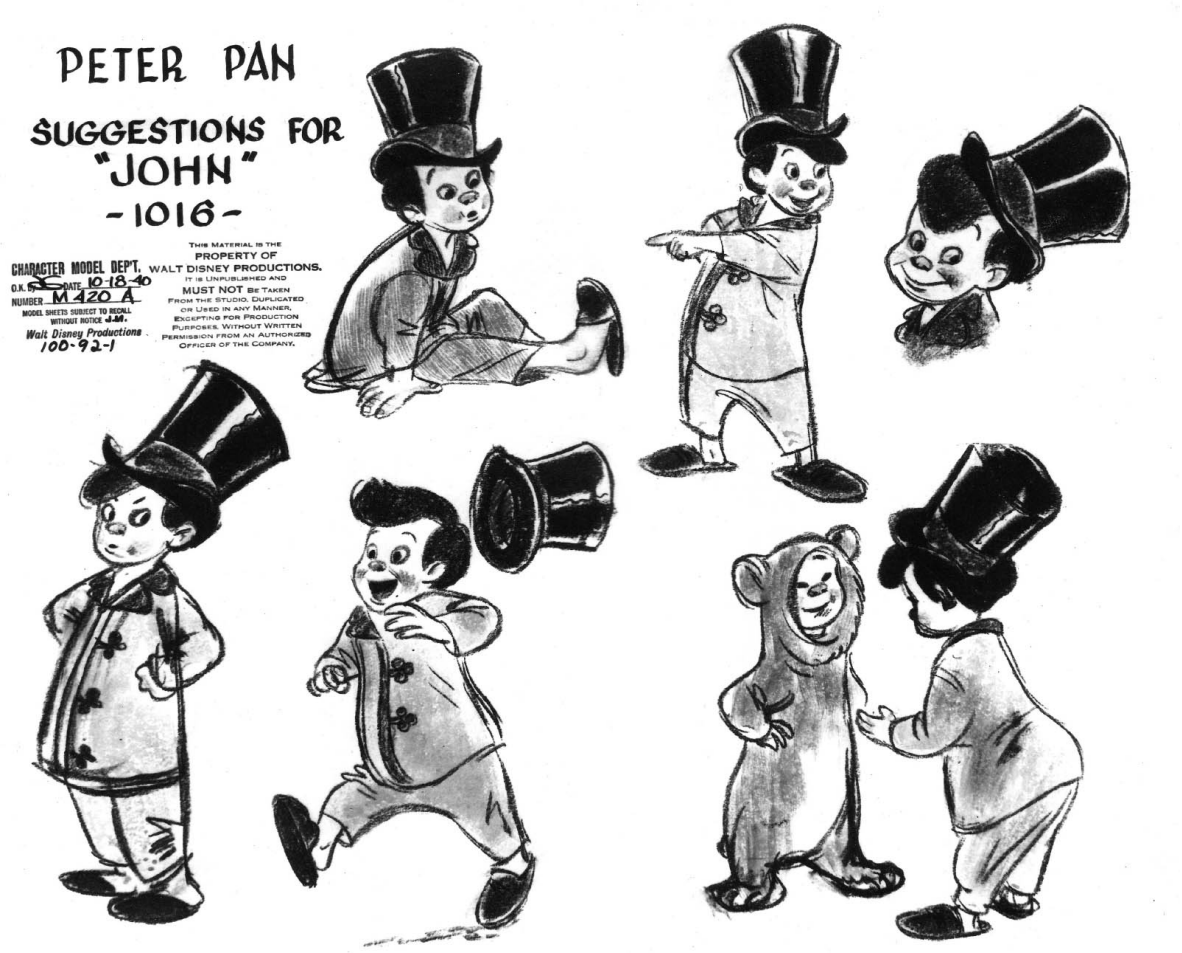
Early model sheets for *Peter Pan*.


PETER PAN
SUGGESTIONS FOR
"JOHN"
-1016-
CHARACTER MODEL DEP'T.
O.K. DATE 10-18-40
NUMBER M420 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE
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Early model sheets for *Peter Pan*.

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"PETER PAN"
SUGGESTIONS FOR
TIGER LILY
"1016"
CHARACTER MODEL DEP'T.
O.K. DATE 11-1-40
NUMBER M 425 A
MODEL SHEETS SUBJECT TO RECALL WITHOUT NOTICE
Walt Disney Productions
110-5

Tiger Lily model sheet. Courtesy: Walt Disney Family Foundation.

Character designs for the Lost Boys in *Peter Pan*. Courtesy: Heritage Auctions.

Early character designs of Captain Hook in the style of Jack Miller.

Early story sketches for *Peter Pan* in the style of Jack Miller.

Early story sketches for *Peter Pan* in the style of Jack Miller.

4

Campbell Grant

"[He] is a very good draftsman and has no mean ability on cartoon construction."

—EXECUTIVE HAL ADELQUIST ABOUT CAMPBELL GRANT

Campbell Grant at work on *Pinocchio*. Courtesy: Roxanne Lapidus.

Designing one of the music boxes for Geppetto's workshop in *Pinocchio*.

Campbell Grant, James Bodrero, and Martin Provensen were the three musketeers of the Character Model Department. More often than not, caricatures drawn by fellow artists in the 1930s picture them together. They even shared a house for a short time. And in the memories of those who knew them they remain inseparable. Together, in their shared office, Bodrero, Provensen, and Grant formed a core centerpiece of the Disney studio in the late 1930s. What Disney enthusiast wouldn't dream of spending time with them during their heyday? Though we can't travel back in time, a series of letters written by Grant to his fiancée in 1939 allows us to glimpse the complexities and creativity of this unique group.

THE CONSUMATE STORYTELLER

Campbell Grant was born on November 7, 1909, in Berkeley, California. His father, Kenneth, was an electrician, but both of Campbell's uncles on the paternal side were artists. Douglas Grant was a freelance illustrator and was known for his watercolors, and Gordon Hope Grant was a prominent painter, whose sailing ships hung in various institutions, including the White House. Campbell's mother, Gertrude, was the daughter of Jesse Veirs, a painter who had worked on the frescoes in San Francisco's California Theater. As for Campbell's brother, Gordon, he would become a major muralist before his tragic and untimely death in 1940.

The artistic streak that ran deep in the family had not spared Campbell, as his daughter, Roxanne Lapidus, explained:

> At the age of twelve he carved a series of characters from twigs, and then set his "Twigsies" in motion in "shows" for the neighborhood children . . .
>
> The brothers attended Oakland High School, and Campbell's love of reading and ready humor were reflected in his contributions to the school paper. He was the paper's chief illustrator, but also contributed prose parodies of everything from Sherlock Holmes to the Knights of the Round Table . . .

> Campbell was a consummate storyteller, and could readily assume the accents of his characters. In his [later] career as an [artist] at the Walt Disney Studios, his ability to imitate his Scottish grandfather landed him the role as the voice of Mr. Toad's friend Angus MacBadger in *Wind in the Willows* . . .
>
> In Campbell's senior year at Oakland High, he entered the statewide scholarship competition for the California School of Arts and Crafts. A newspaper article announced that Campbell Grant has won first place, while Channing Peake of San Fernando High School took third place. Campbell's scholarship would pay his entire tuition from 1927–28. At the end of the fall quarter, Campbell, Channing, and three classmates worked their way to Hawaii and back on a cruise ship . . . The following year, Campbell won a scholarship to the Santa Barbara School of the Arts.

One of his teachers there, Dick Kelsey, would become one of his colleagues at Disney a decade later.

In 1931, after two years at the Santa Barbara School of the Arts, Campbell's studies came to an end. It was the second year of the Great Depression, and there were no jobs to be found.

His daughter recalled an anecdote from these challenging times:

> He had succeeded in selling a watercolor landscape to a wealthy patron. Before delivering it, he propped it up on the breakfast table to admire it one last time. Somehow the bacon slid off his plate and hit the painting, leaving a large grease spot. Horrified, he set reluctantly to work to recreate it, and deliver it promptly.

Fortunately, after the election of Franklin Roosevelt in 1933, the federal government stepped in, and Campbell worked on several projects sponsored by the Emergency Recovery Administration, including murals depicting the New World for the foyer of Santa Barbara High School. With this, his reputation as an artist was on the rise. "His woodblock, 'Moonlight, Taos,' was accepted by the International Printmakers Exhibit," explained Roxanne Lapidus. "He showed his illustrations for [the book by Anatole France], *Penguin Island* at the Faulkner Gallery,

[and one of his] paintings was hung in a national Public Works of Art Project exhibition in Washington, D.C., at the Corcoran Gallery."[110] This work was rewarding, but Campbell needed a fixed income.

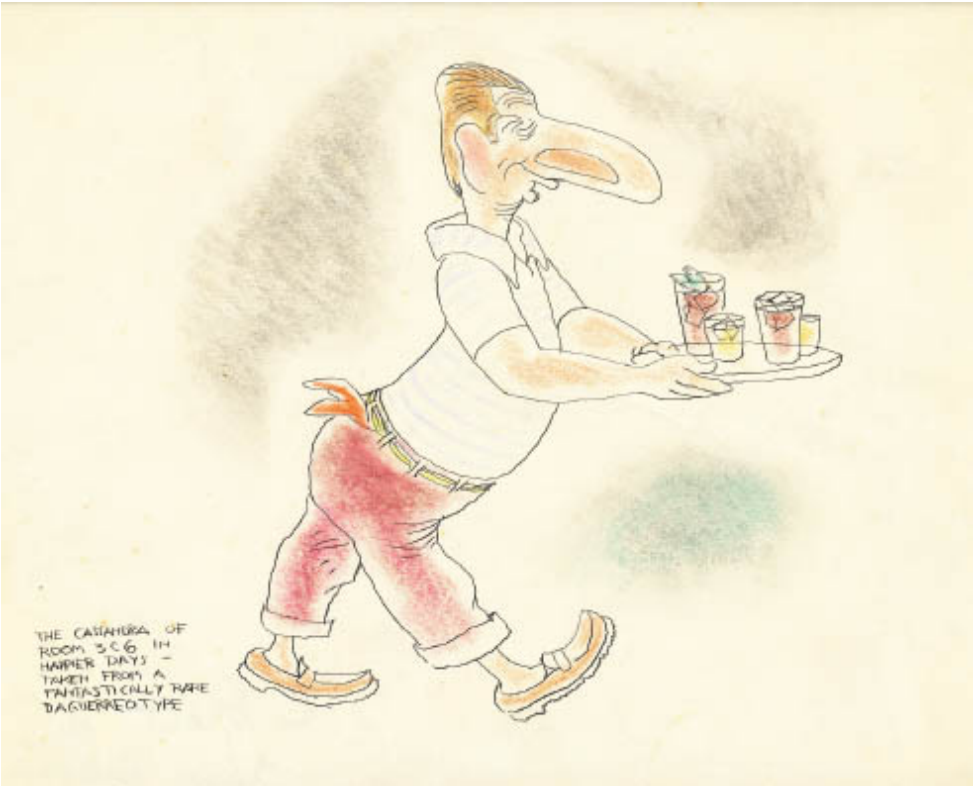
As fate would have it, one of Campbell's former classmates at the Santa Barbara School of the Arts was none other than Ward Kimball, who had joined Disney in April 1934. "Ward Kimball twisted my arm," remembered Campbell, "and said to come on down, they're hiring artists at Disney's; so I went."[111] Grant joined Disney on September 24, 1934. Like many before him, he started at the bottom rung of the animation ladder. He spoke with animation historian Milt Gray forty years later about the blunt welcome:

> You went in this sort of bullpen they called the Inbetween Department . . . It was kind of brutal . . . The whole philosophy at that time, during the Depression, was exemplified by Ben Sharpsteen, who once told me flat out, "Listen, you artists are a dime a dozen, and don't forget it." He was pretty close to it; there were a lot of guys, and some damned fine artists, that were having a hard time. So, when the Disney thing appeared on the horizon, and the word got out that they were hiring artists, a lot of people flocked there. Including some very strange ones, like George Grosz, the German caricaturist who did brutal, savage, bitter drawings. He came around, and of course Disney said, "I know you're a well-known man, Mr. Grosz, but you don't quite fit the whimsical character we're after here."[112]

Little detail remains about the shorts Campbell Grant tackled as an inbetweener and "clean-up artist" during his first two years at the studio. A year and a half later, however, he had managed to impress studio executive Hal Adelquist, who wrote Walt that he should consider him for a job in the Layout Department on *Snow White and the Seven Dwarfs*.

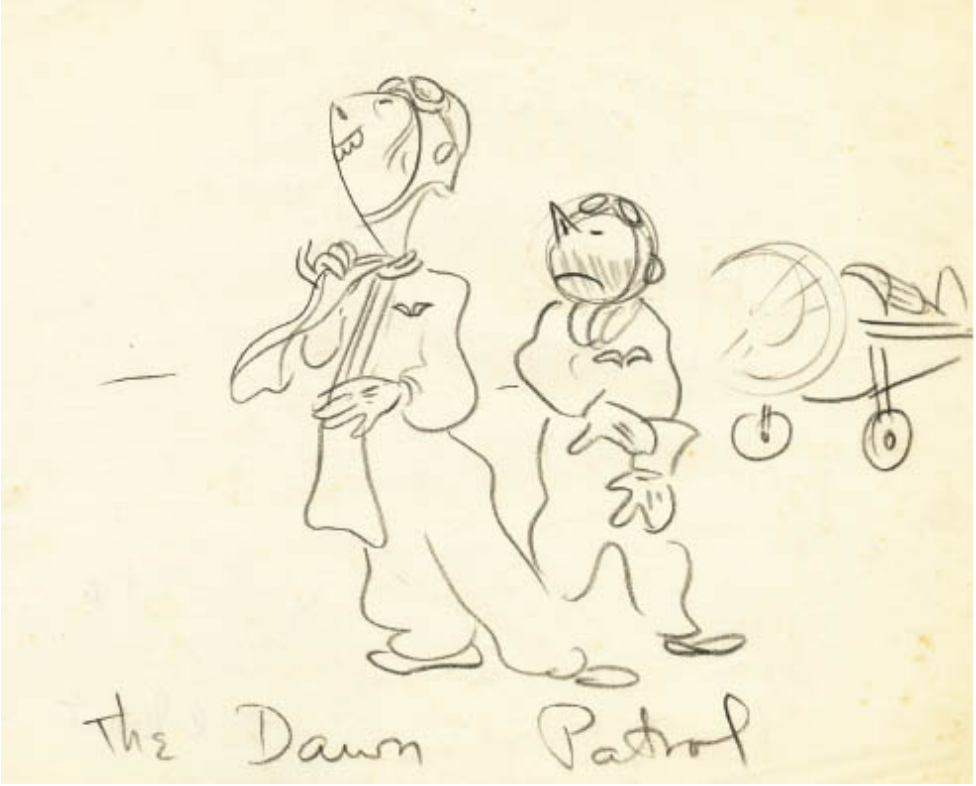
> Campbell Grant knows Sam Armstrong, who can vouch for his previous work before coming to the studio. Is at present in the Annex doing both cleanups and inbetweens. Did most of [animator Art] Babbitt's cleanups and inbetweens on caricatures in [the short

Mickey's Polo Team]. As far as I know, he is a very good draftsman and has no mean ability on cartoon construction. Have flipped his cleanups on several productions and have liked his drawing. [Head of Disney's training program George] Goepper has him in view for layout work as soon as he can find a man to replace him. Has been employed here quite a while.[113]



Caricature of James Bodrero by Campbell Grant. Courtesy: Roxanne Lapidus.

In the end, Grant was not selected to become part of the layout team. "I did quite a bit of animating of small bits of *Snow White*," recalled Campbell, "but that was about the period when I decided I didn't really want to be an animator and I was trying to get into the Story Department."[114] To do so, he submitted ideas for funny situations involving the Dwarfs. A few might have caught Walt's attention, and Campbell soon became a storyman. On *Snow White*, he helped design the Huntsman and the Witch. On *Pinocchio*, he had a hand in designing Stromboli, Figaro, and Cleo.[115]



Caricature of Martin Provensen (left) and Campbell Grant (right) by James Bodrero. Courtesy: Roxanne Lapidus.

IN THE IVORY TOWER

By 1938, Campbell had joined the Character Model Department and was hard at work on *Pinocchio* and on the ostriches from the "The Dance of the Hours" sequence in *Fantasia*. The following year he was tapped to design characters for a planned adaptation of *The Tales of Uncle Remus* (along with Jack Miller) and to act as story director on another sequence from *Fantasia*, "Night on Bald Mountain."[116]

In the fall of 1938, Campbell met Clara Louise (Lou) Tuckerman at a picnic and fell in love. Lou had just graduated from Smith College with a degree in dramatic arts and the following year she moved east to take a job designing scenery.[117] It was the start of a detailed and fascinating correspondence that gives a candid view of Campbell's joys and frustrations at the Disney studio.

On April 17, 1939, the day his boss, Joe Grant, came back from Philadelphia, where conductor Leopold Stokowski was recording the music for *Fantasia*, Campbell wrote, with his usual wit:

> I greet you at the end of a day made up of at least forty-eight candle hours. Learn now my day—I drive a hundred miles through the wettest, soupiest fog this side of London. I arrange homecoming sight for Joe—fifteen shiny red apples lined up on his table under banner, GOD BLESS OUR JOE, with doves and scrolls, each apple engraved with the name of someone in dept. I nap at desk. I draw a teeny bit. Noon: I sleep one hour in park. One o'clock: Joe arrives—presents of fine Degas prints for Martin [Provensen], Jack [Miller], and I. Joe delighted with "Bare Mountain" ["Night on Bald Mountain"] and a raise promised for June. 5:30 arrives on leaden feet. It is now 5:35. Writing you has awakened me to the point where I can walk to my car without being run over.[118]

On May 2, Grant wrote again:

> Jim [Bodrero] is in a fine humor drawing roly-poly little fauns [for "The Pastoral Symphony" in *Fantasia*]. And ourself is busy writing a letter when he should be Bare Mountaining.[119]

Campbell's deadlines on "Bald Mountain" were soon approaching. A critical one was showing Walt the work accomplished on the story, via a Leica reel. He explained to Lou: "A Leica reel, oh seeker after knowledge, is a strip of film including one color shot of each of our drawings. As the piece [of music] is played, the reel clicks over on each selected accent so the right picture appears on the screen at the right time."[120] And on June 24, he wrote:

Sketches from a model sheet of Mademoiselle Upanova by Campbell Grant.

> Have been getting the corrected Leica reel on "Bare Mountain" ready for shooting Monday morning. The first one shown to Walt yesterday met, we are happy to report, with a certain amount of enthusiasm which encouraged us to push on.
>
> Jim, Martin and I are taking Rumba lessons at noon from our new Spanish secretary, and I can promise you some pretty authentic stuff when we next tread a measure.[121]

By the end of the month, Campbell was celebrating another major milestone on "Bald Mountain," as noted in this letter from June 28:

> Stokowski was at Jim's for drinks Sunday and I understand let fly some very flattering remarks about Bare Mt. Said it was the only section that came up to his visualization—hurrah! The picture is now *all* drawn—but the last part is just rough with many black and whites.[122]

Considering the amount of work the young James Bodrero, Martin Provensen, and Campbell Grant were tackling during the week, the weekends were the occasion of intense partying. On August 8, the Monday which followed one of these parties, the Santa Barbara Fiesta, Campbell wrote to Lou:

> James and I worked an extra hour every day last week and took Saturday off . . . Sunday a day of rest—swimming and a bit of fishing. Thence to a cocktail party chez Kelleher for the surviving members of the preceding nights—Jim and [actor] Robert Benchley officiating as bartenders.[123]

OF SAINTS AND DEMONS

Since March, Campbell, in a parallel to "Bald Mountain," had been working on a complex stained-glass-window drawing for the "Ave Maria" sequence in *Fantasia*. Things were progressing fairly slowly on that front, but there was at least one good news item to share with Lou on August 21:

> The stained glass business is at a temporary standstill as I have to deal with a very jealous fellow [probably Sam Armstrong] directing the "Ave Maria" section. However, as he is doing a very dull job, *we* may take it over after erecting Bare Mt.[124]

On September 1, 1939, World War II erupted in Europe. The artists reacted as they always did—by drawing. A week later, Campbell wrote Lou:

> The latest war bulletins are coming in as I write—how long will it be before we are in it?
>
> Jim has done some very amusing cartoons of Martin and me in our uniforms at the Front—you must see them. "Bare Mountain" proceeds apace and soon I hope to take on "Ave Maria."[125]

Added to the anxiety generated by the war, the studio suffered from a horrendous heat wave which, in those pre-air-conditioning days, threatened to draw everything to a standstill. On September 20, Campbell explained:

> The weather here has been beyond frightful—Mon. 102-1/2, Tues. 104-1/2. Today, Wed., it is now 9:30 in the morning and the heat is already 102. And these figures are taken from the top of a 9-story building—our own thermometer here at the studio is 10 degrees over their figures.
>
> Haven't lifted a pencil since Monday—we lie about on the floor while good friends hurl water on us. We wear nothing but shorts and are frankly at death's door. One of my crew was taken away with heat prostration yesterday, along with two others. Why they don't close the studio I can't imagine.[126]

There was some time to relax, fortunately, since Walt was taking a vacation in Hawaii during the second half of September. But by early October the boss was back,[127] and Campbell wrote:

> Last Monday I was suffering from usual Monday jitters and a rather epic hangover when it was announced that not only was Walt back from his vacation but that he wanted to see "Bare Mountain" immediately. Luckily it was all ready, so propping my eyes open and steadying my voice, I took on the story meeting. They must have been good to Walter in Honolulu because he was delighted with the whole thing—so much so that on the spot he took the Ave Maria sequence away from the fellows who have been messing with it for over a year and turn[ed] it over to me. "Bare Mt." goes into immediate production—the first unit of the feature to do so.
>
> The "Ave Maria" sequence assignment rather spiked my guns, however, as I was going to try to convince the powers that it is unnecessary and anti-climactic, since the "Bare Mt." music has a beautiful ending of its own. Ah me![128]

Campbell was now sharing an apartment with his colleague, Martin Provensen, about a mile from the Hyperion studio.[129]

In fact, Martin, Bodrero, and Campbell, who worked in the same office at the studio, were becoming inseparable, as James Bodrero's daughter Lydia remembered:

We had a Halloween party once, and [along with Jack Miller] they made a play to entertain my little friends and me. We had a little library that was off the living room in the old Victorian house we lived in. They put a sheet over that and then they put this play on. Behind that was a light and all you could see were silhouettes. The play was called *The Monkey's Paw*. It was a book [by Englishman W. W. Jacobs]. These little girls, my friends, were not more than ten years old and we sat in the living room and watched this thing going on. It was so scary! They had this claw that they would hold up, the monkey's paw, and there was a hex of some sort, and if you had the monkey's paw, it would cause you to die or a ship would sink . . . The claw that they used was actually from a model of the witch in *Snow White* that they got from the studio.[130]

That Halloween, Campbell wrote:

Saturday night Martin Provensen came up and stayed with Jim and we managed a terrific children's party on the Halloween motif. We put on *The Monkey's Paw* for them—a super colossal horror tale which chilled even my icy blood.

And so back to work and another heat wave. I am going to follow "Bare Mt." through all production in the mornings and supervise "Ave Maria" in the afternoons.[131]

A week later, the heat wave had abated, and a relieved Grant wrote, tongue-in-cheek:

Well, have been back at work a week now and guess it won't kill me. It is now raining (outside, of course, Mr. Dali) and all is well in good old Room 1. Jim, Martin and I have just put on a version of *Of Mice and Men* with yours truly playing Lennie with a vengeance.

My new job of following "Bare Mountain" through all stages of production is taking up so much time that I haven't had any time to sink my teeth into "Ave Maria."

We have been all week testing out prospective devils for the live-action work on "Bare Mt." The best one so far has been [actor] Bela Lugosi who has a marvelous flair for looking truly satanic. He should be good, as for some twenty years he has been acting nothing but vampires, werewolves, mad doctors, etc. Remember him as Dracula? [132]

Caricature of Campbell Grant by James Bodrero. Courtesy: Roxanne Lapidus.

Bela Lugosi was being shot as live-action reference for the animators. On November 14, Campbell wrote that he had to work in Hollywood all day Sunday "shooting live-action scenes with Bela Lugosi for Bare Mt." On November 20, he admitted, "I heartily agree with you that 'Bare Mt.' needs no live action—but it seems to be becoming a tradition that all our pictures should use it—so—." And on November 30, he could finally declare "the Lugosi shooting is all over—all went well and the film should prove of some use to the animators. Bare Mt. progresses apace with almost one hundred feet in the hands of the animators."[133]

The only known photo of Bela Lugosi posing as Chernabog, on November 12, 1939, as live-action reference for the animators who were working on the "Night on Bald Mountain" sequence in *Fantasia*. Courtesy: Wiley Rinaldi.

Despite these added responsibilities, the work pace in the Character Model Department was still very reasonable, as Campbell explained to Lou on December 11:

> "Bare Mtn." is roaring along with one third in animation but the pressure is causing me *really* to work, which as you know is not only unfortunate but downright dangerous—not to the picture, I mean, but to my delicate health. We hardly have time for more than one play and a half-dozen push pin games a day.[134]

THE MOVE

As the year came to a close, a rather traumatic event was loom-ing—the move from the overcrowded but cozy and familiar Hyperion studio to the new, modern, air-conditioned, and very functional Burbank studio, whose

construction had been financed with the help of the proceeds of *Snow White*. Campbell's first impression, at the end of December, was not a good one:

> Well the big trek is on—by the time I write you again we will all be irrevocably in the new studio—the Movee Valhalla. Should be cheering, I suppose, and Walt no doubt thinks he is doing the boys a big favor—but really—Jim and I looked it over yesterday and it nearly made us ill.
>
> It is huge with touches of pseudo-modernism here and there—like a combination colossal maternity ward, World's Fair administration plant, and Alcatraz—all pretty austere and unfriendly. And—horror of horrors—in a plant covering 52 acres, Jim and I have a room directly across and not twenty feet from Walt's office—*and* no Venetian blinds—oh, oh, death to drama, athletics, oh!![135]

Fortunately, by January 5, 1940, Campbell had had time to change his mind somewhat.

> Shangri La—Disney local no. 1 is proving not too awful after a week of "settling in." We, the wise ones, got our room shifted a bit away from the Seeing Eye and now pursue our pastimes as of yore.
>
> Also, however, with the coming of responsibility I have been given a large executive room all to myself in which I must spend most of my time till Bare Mt. is out—with only an hour or so a day in my other room with Jim. Martin has been moved away, alas!
>
> At long last—*Pinocchio* was previewed at a sneak last night—the reaction was marvelous—much better than the same type preview on *Snow White*. I am afraid we have another success on our hands.
>
> Did I tell you that Jim has moved in with us in our new abode—starting next week we have a Filipino cook just fired from the Hornes's for throwing a knife at another servant— heigh-ho![136]

Two caricatures by James Bodrero of Campbell Grant as one of the characters from “Night on Bald Mountain.” Courtesy: Roxanne Lapidus.

Caricatures of James Bodrero (right) and Campbell Grant (left) by James Bodrero. Courtesy: Roxanne Lapidus.

In an apartment now shared with his friends Martin Provensen and James Bodrero, and in a new studio that he did not dislike as anticipated, Campbell was enjoying life. There was still one hard decision on the horizon, though, which he shared with Lou on January 19:

Dear Lou,

I am tired of working—work is killing me and so I bury myself in office no. 3, lock all doors and write the following to you.

There is a plot afoot which I can only regard with eyes dilated with horror—to make a director of me. I have been dragged from my rookery out into the full blinding light of day and terrifying responsibility.

Oh dear, what to do—I find myself at the crossroads—an era of harebrained irresponsibility, of fun and push pins is but rapidly drawing to a close—shall I hold to what I have, or allow myself to be kicked upstairs to large executive suites, comparative grandeur, responsibility, and headaches—Dear Aunt Geraldine, what to do?

We are settling rapidly into the routine of the new Alcatraz and really it is far from bad. We can have trays of food sent to our rooms any time day or night and the whole thing is faintly fin de siècle. At times I can hear the rumblings of phantom tumbrels in the streets.[137]

On January 31, in response to the offer to become a director, he wrote:

In regards to the directing situation, my own mind is fairly well made up—but there are other powers which may well alter any decision I may choose to make. Joe [Grant] would like me to stay on in the department after "Bare Mt." is finished—there is some basis for thinking that a new order is being created here in the department where we would develop producers who would be able to select all their own men to follow the picture through their own directors, animators, etc., and that would be marvelous. Joe has told me that I will get the Hans Andersen stories to develop next, retaining Kay Nielsen—hey ho!

An animating director does no drawing at all—he is too busy with supervision, and while he has more prestige and salary than a story director—I am looking further ahead— this is still the healthiest, most progressive department and I think I would be a fool to sever connections with it. What do you think? Does it sound wise?

Naturally, the situation is delicate as I will be called upon to accept or refuse a chance that hundreds here would give their right eye to get. In the meantime, I let things ride.

"Bare Mt." is coming well—we are getting in some very exciting animation and color tests.[138]

By early February, Campbell had decided to reject the director's position. He would stay in the Character Model Department and Wilfred Jackson would direct "Night on Bald Mountain" and "Ave Maria."[139] On February 19, Grant wrote to Lou:

I am so glad you approve of my decision to stick by the model department. I am certain that everything will work out perfectly.

> The premiere [of *Pinocchio*] was very exciting. I took Mother and Gordon to it and they loved it. Mother didn't think my name was in large enough type—Hey nonny, ain't mothers wonderful?[140]

Life was good, work was fun. What could go wrong? On March 1, 1940, tragedy struck: Campbell's talented brother, artist Gordon Grant, died in an accident involving a gun. The older brother whom Campbell loved was no more.

Character design probably created in 1940 for the abandoned adaptation of *The Life of Hans Christian Andersen*. Courtesy: Roxanne Lapidus.

FROM HANS CHRISTIAN ANDERSEN TO KENNETH GRAHAME

The tragedy could have sunk Campbell. Fortunately, the artist decided to embrace life more than ever. Six months later, on August 31, 1940, Lou and Campbell married in Santa Barbara. Jim Bodrero was one of the groomsmen.[141] At the studio, Bodrero was working closely with Campbell on a new Disney project— an adaptation of the life of Hans Christian Andersen that would combine cartoons and live action. The team was tasked (along with storyman John McLeish) with developing some of the characters for "The Emperor's New Clothes" section.[142] They did, and with their usual sense of humor they based their designs on caricatures of themselves and their colleagues. The tailor is a caricature of James Bodrero; his assistant Campbell Grant; the king is the head of the Story Department, Ted Sears, etc.

In parallel to the Hans Christian Andersen project, Bodrero and Grant were asked to draw story boards for the planned adaptation of *The Wind in the Willows*.

Bodrero remembered:

> Campbell Grant and I did *Wind in the Willows*, in which we started a new technique. It was the beginning of [limited] animation, you might say, because instead of showing a storyboard, we flicked over storyboard stills, to the dialogue. That was so impressive that the studio audience applauded. We did a little more than [straight storyboards]. But no animation. We didn't quite do extremes, but we came close to extremes. . . . Campbell Grant did the badger. We used mostly our own voices; we didn't go into hiring actors on this first attempt. What we were trying to do was get away from a static storyboard.[143]

The Leica reel technique was not new, but what impressed Grant's and Bodrero's colleagues was likely the fact that for the first time they had synchronized the dialogue to the story drawings.

Campbell Grant would come back to the *Wind in the Willows* project again and again, first in October 1943, working on a new continuity, along with Paul Girard Smith, then in 1946 to record the final voice of the

character Angus MacBadger.[144]

When the United States entered the war, Campbell tackled training and propaganda shorts, along with many at the studio— from *Rules of the Nautical Road* in July 1942 to the *Orientation* episode in Frank Capra's Why We Fight series in August 1943.[145] Surprisingly, he enjoyed it:

> Our job was to make animations to go with their indoctrination films, and films dramatizing the Battle of France and the battle of this and that. It was very interesting work, because we were working with a lot of captured film. Our job was to make animated maps, and we did a lot of that.[146]

Another unusual project which fell into Campbell's lap was a series of educational shorts about health, commissioned by the Office of the Coordinator of Inter-American Affairs.[147] Along with Graham Heid, he was assigned for a short while to develop the story for the health films *The Human Body* and *What Is Disease?*[148] By 1946, he was back working on more traditional Disney fare, handling story for the Goofy short *They're Off*, along with Riley Thomson.[149]

LITTLE GOLDEN BOOKS AND ROCK PAINTINGS

Sadly, on August 1, 1946, renewed union troubles at the studio resulted in the layoffs that put over three hundred employees out of work. Campbell Grant was among them, along with his colleagues James Bodrero and Sylvia Holland.

Former Disney artists Gustaf Tenggren, Jack Miller, and Martin Provensen were all working by then on Little Golden Books. One of them probably suggested that Campbell follow the same route. He did and was responsible for some of the most charming books in the series, including *Pinocchio, Bongo, Cinderella, Alice in Wonderland*, and *Donald Duck in Disneyland*. Campbell's daughter told the following story:

[My mother] recalled his planing a handful of curly wood shavings and setting them out next to his drawing board, where he reproduced them to frame the title page of *Pinocchio*. [My mother] herself designed Cinderella's ball gown for the Little Golden Books series. And those who knew her could detect a certain resemblance in Campbell's rendition of Cinderella and Snow White—something in the curve of the eyebrows, in the wide smile, in the gesture of the hand.

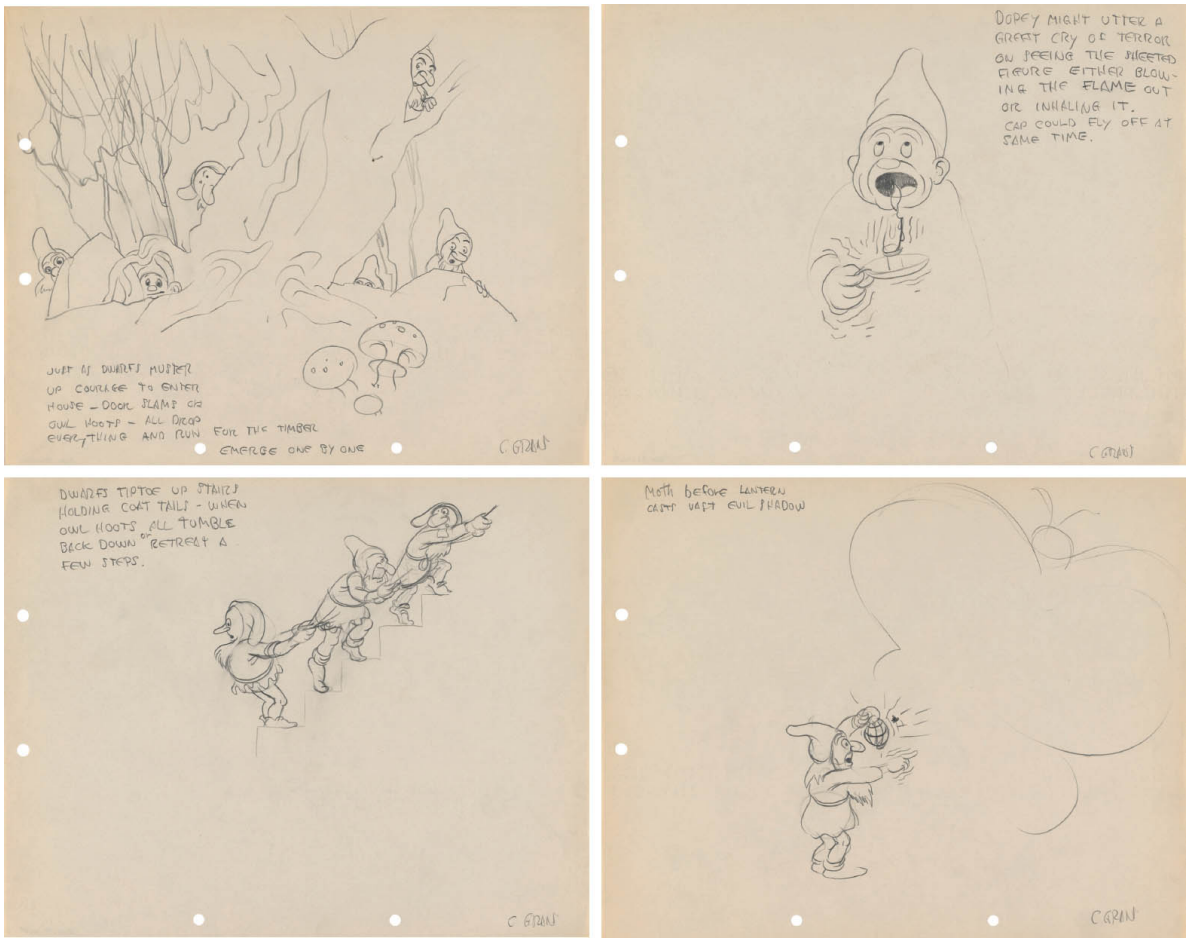
Gag drawing by James Bodrero created during World War II and featuring a caricature of Campbell Grant. Courtesy: Roxanne Lapidus.

In the 1950s, Campbell also began a long collaboration with humorist Richard Armour, whose books he illustrated with stylized black and white drawings.

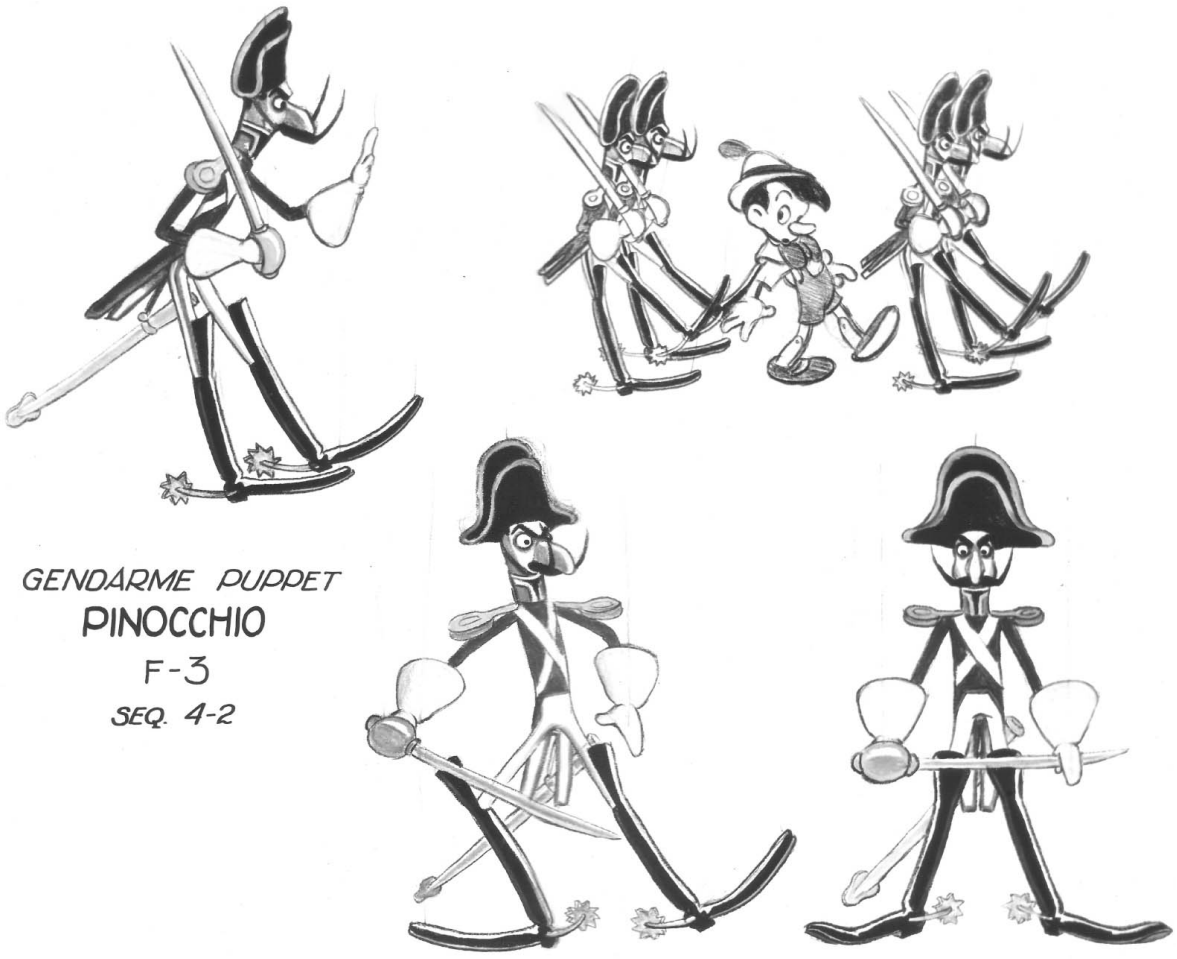
In 1960, Grant's life took an unexpected turn when he stumbled upon a cave containing Indian paintings during a fishing expedition in the Santa Barbara backcountry. What Campbell had seen fascinated him so much that he spent the rest of his life focused on the rock art of American Indians and became a specialist on the subject. Five books and various articles were the fruits of those efforts.

On March 24, 1992, having just received the color plate proofs of the reprint of his first book on the subject, *The Rock Paintings of the Chumash*, Campbell Grant passed away at his home.[150]

One can imagine him, finally reunited with friends James Bodrero, Martin Provensen, and Jack Miller, caricaturing each other again, playacting and dreaming up one appealing cartoon character after another.

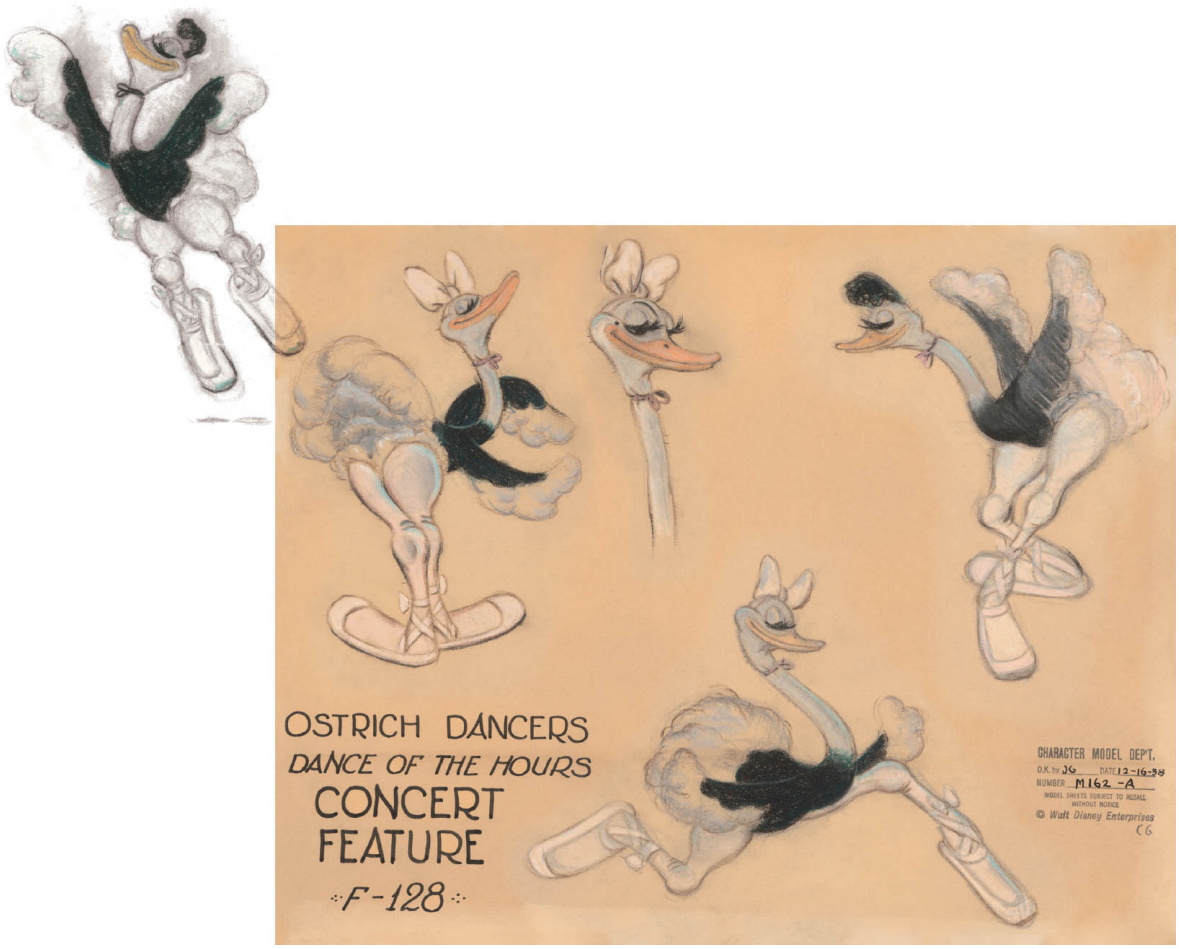

JUST AS DWARFS MUSTER UP COURAGE TO ENTER HOUSE – DOOR SLAMS OR OWL HOOTS – ALL DROP EVERYTHING AND RUN FOR THE TIMBER
EMERGE ONE BY ONE
DOPEY MIGHT UTTER A GREAT CRY OF TERROR ON SEEING THE SUGGESTED FIGURE EITHER BLOWING THE FLAME OUT OR INHALING IT. CAP COULD FLY OFF AT SAME TIME.
DWARFS TIPTOE UP STAIRS HOLDING COAT TAILS - WHEN OWL HOOTS, ALL TUMBLE BACK DOWN & RETREAT A FEW STEPS.
MOTH BEFORE LANTERN CASTS VAST EVIL SHADOW

Gag drawings submitted by Campbell Grant during the making of *Snow White and the Seven Dwarfs*.

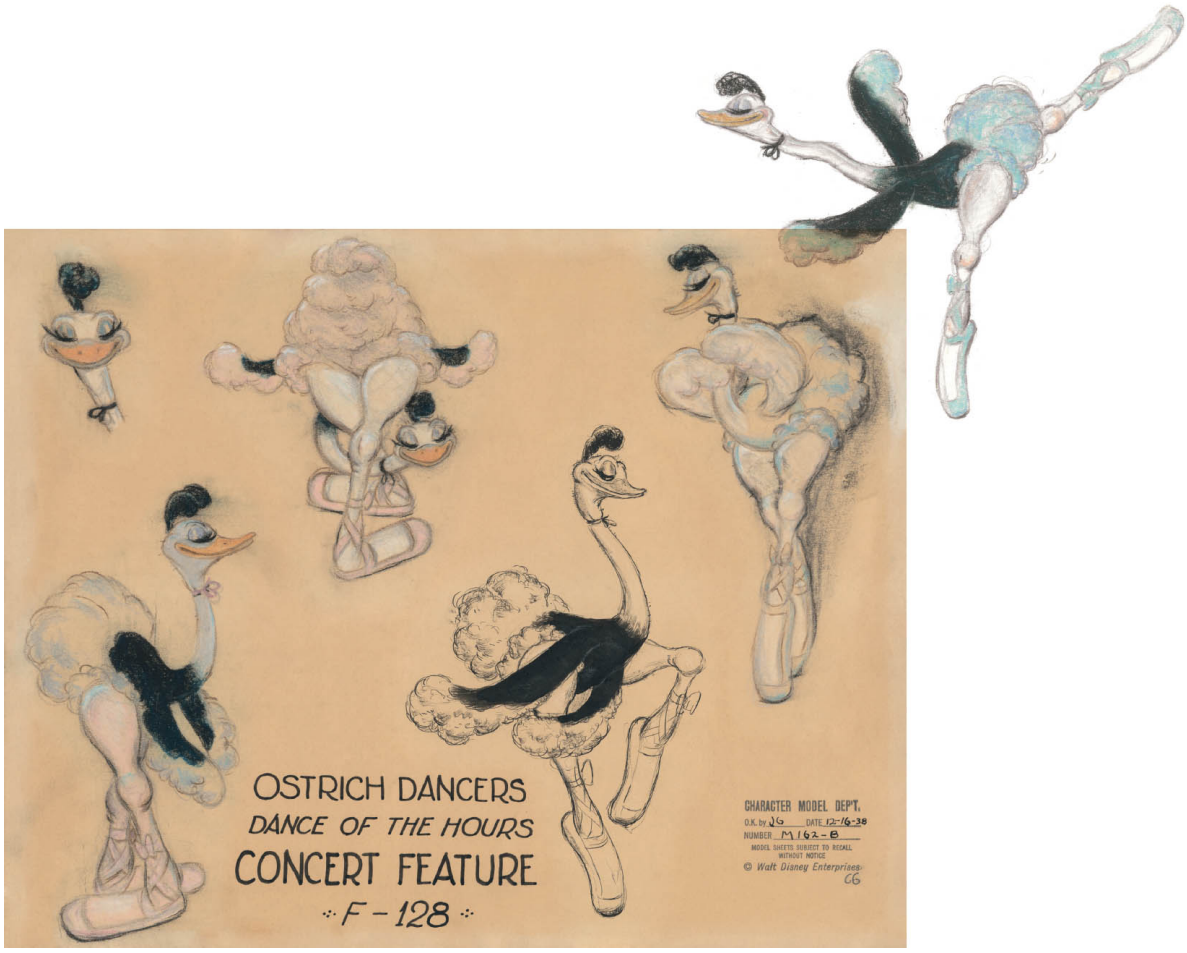


Early model sheet from *Pinocchio* by Campbell Grant. Collection of the author.

Beautfiful music box designed by Grant for Geppetto's workshop in *Pinocchio*. Courtesy: Roxanne Lapidus.



Grant's character designs for the ostriches in the "The Dance of the Hours" sequence in *Fantasia*, inspired by Edgar Degas, are undoubtedly the artist's masterpieces.



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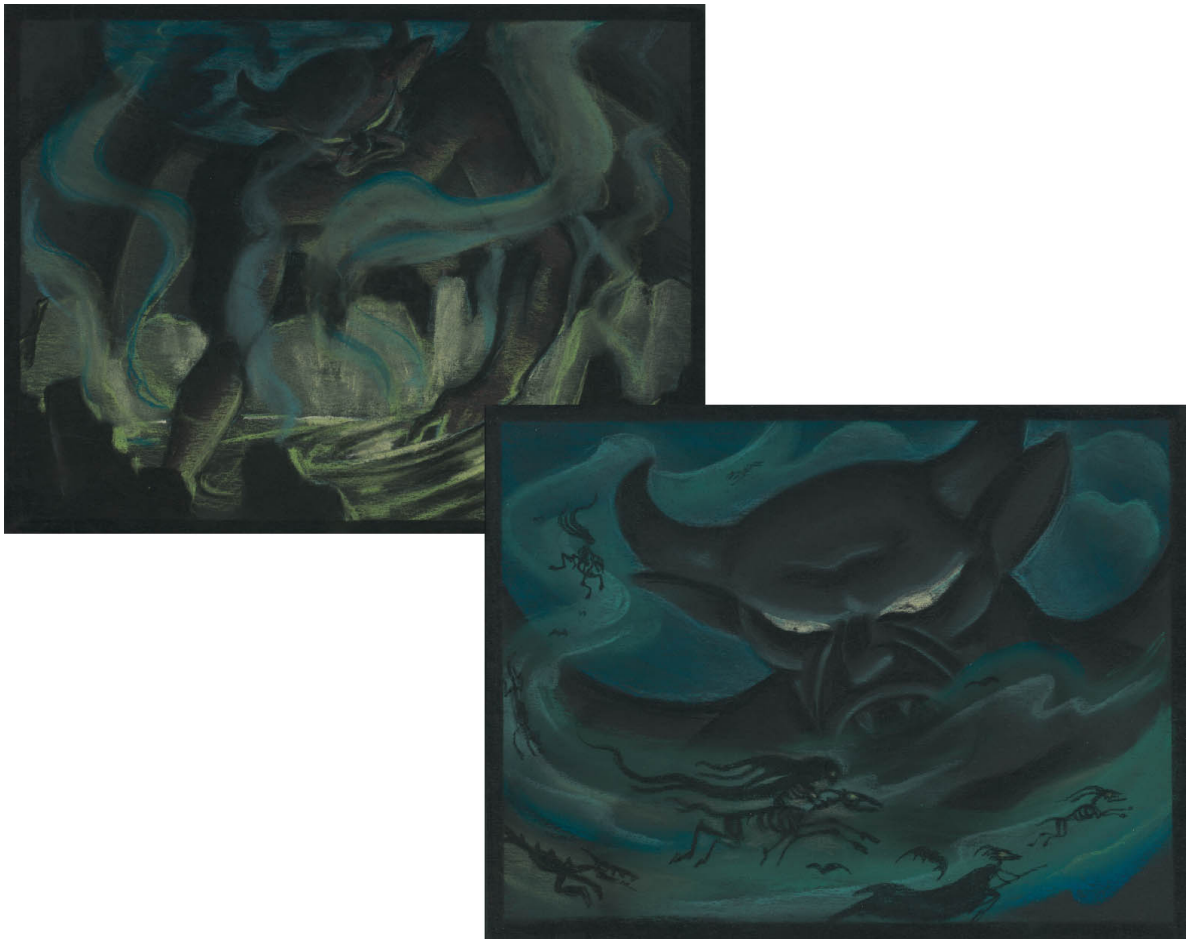

By 1939, Campbell Grant had become story director of the “Night on Bald Mountain” sequence in *Fantasia* for which he created these arresting concept designs.

Courtesy: Pierre Lambert.

By 1939, Campbell Grant had become story director of the “Night on Bald Mountain” sequence in *Fantasia* for which he created these arresting concept designs.

Most of the characters designed by Campbell Grant for the abandoned adaptation of *The Emperor's New Clothes* were caricatures of his Disney colleagues. In this instance: himself (left) and James Bodrero (right).

The evil landlord from *The Emperor's New Clothes*.

"WIND IN THE WILLOWS"
TEMPORARY RAT MODEL
~ 2011 ~
CHARACTER MODEL DEP'T.
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NUMBER M 459 A
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Walt Disney Productions
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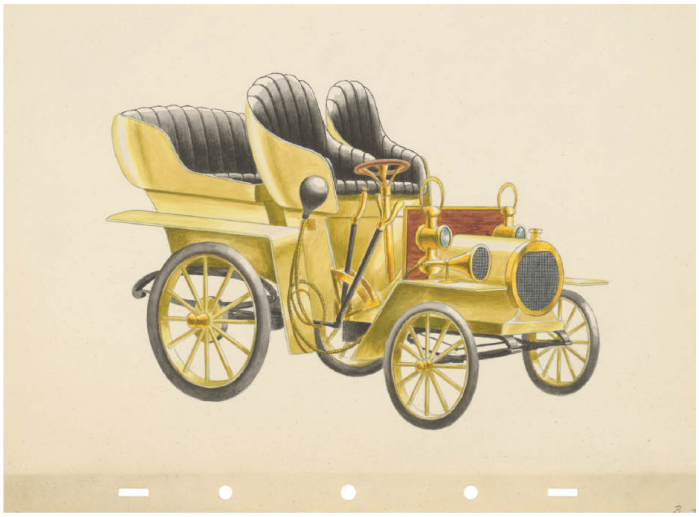
Model sheet by Campbell Grant for *Wind in the Willows*, which after World War II became half of the movie *The Adventures of Ichabod and Mr. Toad* (1949). Courtesy: Ted Thomas.



Car designs for *Wind in the Willows* in the style of Campbell Grant.

5

JAMES BODRERO

"[James Bodrero] had the most extraordinary ability to draw anything at all."

—CAMPBELL GRANT ABOUT JAMES BODRERO

Self-caricature of James Bodrero. Courtesy: Roxanne Lapidus.

Shortly after arriving in California, James Bodrero, an international artist, came to know everyone who was anyone in Hollywood. His social connections impressed many Disney artists, including his friend Campbell Grant. On October 31, 1939, still a little bit shaken, Grant wrote his future wife, Lou Tuckerman, to point out the most recent A-list celebrities who were among Bodrero's friends:

> I call James [Bodrero] who is just about to sit down with guests to dinner—they insist I come as was (blue jeans, leather coat). I come, they ply me with food and drink—I feel fine—we play poker until 2 a.m.—I wake up Sunday a.m. with no. 1 horror hangover. That noon guess who comes to lunch—Stokie and *Greta Garbo*! She was delightful and very chatty albeit a bit weird looking.[151]

THE MAN OF THE WORLD

The fascinating people that Bodrero attracted were in their turn entranced by this happy-go-lucky bon vivant and by his facile creativity. His daughter Lydia wrote in his obituary:

> James Spalding Pompeo Bodrero was born on July 6, 1900 in Spa, Belgium. His mother was Catharine Lucretia Spalding Bodrero, an American, and his father was Alessandro Bodrero, a career officer in the Italian army. Jim spent his early years in boarding schools in Europe and the U.S.A., and most summers in Hawaii on the sugar plantation owned by his maternal grandparents, on the island of Kauai. It was a life of much contrast between city and country. In the summer, he, his two brothers, and one sister rode their horses, swam and generally enjoyed themselves. They were well educated and in the company of interesting, intelligent adults.
>
> James drew well from a very early age. While quite young he developed technical skills and did beautiful pen and ink drawings. His imagination was vivid and he drew elaborately detailed drawings of horses, civil war battles, etc. When he graduated from high school, his yearbook was largely his own effort, from prose, poetry, illustrations to the entire layout. He also illustrated books and articles and stories for other writers and had drawings accepted for *Life* magazine when barely into his teens!
>
> In prep school at Pomfret in Connecticut, he played the mandolin, sang in the choir and glee club, was on the hockey team, football squad, crew, and dramatic club, and was a baseball cheer leader.
>
> During WWI he served in France in the U.S. army Tank Corps under the famous George Patton, attaining the rank of Corporal. During this time he had a brief reunion with his father, by then a General in the Italian army, whom he had not seen in years as his parents had been divorced. After WWI was over, he returned to school, graduating in 1920. He was attractive and a very good dancer and led an active social life.

After graduation he spent several years in Hawaii, working on the sugar plantation, and in California with uncles and aunts who had settled in Pasadena. In his mid-20s he met Eleanor Cole of Hollywood, California, from a prominent pioneer family and granddaughter of Cornelius Cole, first Senator from California. She was beautiful and also a talented artist, who had her own commercial art business. They fell in love and were married on January 16, 1926. They opened their own studio, called ORRO, in Pasadena, doing batiks and hand-painted textiles to order as well as custom designed weathervanes.

Their first child, Lydia, was born in 1927, . . . their son James Bodrero, Jr. at the end of 1932. In 1935 they moved to Santa Barbara, settling into an old Victorian house in an olive grove in Montecito. It was a tough time and they had difficulty making ends meet.[152]

Even in the midst of the Great Depression, Bodrero's creativity and resourcefulness knew no bounds.

When he was young, my father was very influenced by an artist named Rockwell Kent who did wood block engravings. They were black and white. And so [my father] just did [those] with ink and a pen. They looked like a kind of print and were successful. He did [those for the books *Reminiscences of a Ranger* by Major Horace Bell and *The Treasure Chest of the Medranos*, by Elizabeth Howard Atkins]. And he would buy newsprint from the local newspaper in Santa Barbara—you could buy the paper tag ends that they printed the newspaper on. He'd cut off pieces and then he would do his illustrations using a brush and India ink or sometimes a pen and India ink. He would put in some color, with watercolor if he wanted to. He would then tack this piece of paper on the side of the house with thumbtacks. The sun would tan the paper and it would come out a lovely tan color. Just beautiful! The whites really popped out and the black, too. Then he would frame these pictures with a white

mat and then a plain brown wooden frame, which is almost the color of the tan. After he had a bunch, he'd go and exhibit them somewhere and they'd sell them. They cost $35 each.[153]

Story skteches for "The Dance of the Hours." Courtesy: Hake's Americana & Collectibles.

BOMBA, "STOKIE," AND *FANTASIA*

Despite the financial difficulties, in the late '30s the family bought a cute Sicilian donkey named Bomba, which Lydia rode everywhere, and about whom Jim decided to write a book. This book and his friendship with director Leopold Stokowski pushed Bodrero in an unexpected direction in the fall of 1938, as Bodrero later recalled in an interview:

> At the time this happened, I had in my hands the galley proofs of a children's book that Random House was publishing for me [*Bomba*, released in July 1939]. I was painting, I was living in Santa Barbara; [Leopold] Stokowski at that time was living in Santa Barbara, too. Almost every Sunday, if nothing else was going on, he used to invite himself to have lunch with us. I knew nothing about the animation business at all. At the time, I had seen one animated cartoon that was not a Mickey Mouse—it was called *The Old Mill*. I saw it at Sam Goldwyn's house; he ran it one night after dinner. I was

impressed by it, but it meant nothing to me, because my business was entirely different; I was painting and illustrating and doing a little writing of my own.

At least a year after that, Stoky said to me, "What are you doing at present, Jimmy?" I said, "Nothing in particular. I'm working on some cartoons for a mural that I'm proposing for the Sonoma County Building at the San Francisco Fair, at Treasure Island. Why?" He said, "Why don't you come to work at Disney's?" I said, "For Christ's sake, Stokowski, do you see me making ducks' feet move?" Stoky said, "Listen, if it's good enough for Deems Taylor and it's good enough for me, it's good enough for you. There's something going on there that isn't making ducks' feet move." That was the first I ever heard of *Fantasia*. He said, "You've got to come down and see what's going on down there."

Concept design for "The Dance of the Hours." Courtesy: Auctionata.

So he took me down there, and I took along, as samples of my work, three galley proofs of the Random House book. They hired me [on October 3, 1938], and I went immediately into the Model Department, under Joe Grant. That's where I stayed, most of the time I was there, until I started doing some producing and directing myself, mostly with *Saludos Amigos* and *Three Caballeros* . . .

[Joe Grant] saw my samples, somehow, and the first thing I knew I was sitting next to Campbell Grant in the Model Department. The first thing I worked on was "The Dance of the Hours" in *Fantasia*.[154]

Throughout 1939, Bodrero directed his efforts toward "The Dance of the Hours" and "The Pastoral Symphony," for which he designed Ben Ali Gator and the unicorns with Martin Provensen, as well as the centaurettes and various scenes involving Bacchus.[155]

The members of the Character Model Department were not easy to impress, but Bodrero's drawing talents were truly astonishing, even in their eyes, as Campbell Grant later wrote to Lydia Bodrero:

> Your father really had the most extraordinary ability to draw anything at all. He once told me that he had total recall of anything he had ever seen or read. Once, I made a chessboard and asked my Disney friends to contribute a drawing apiece for the dark squares. Jim drew me a magnificent Napoleonic hussar standing in his splendid uniform next to his horse. It was a picture of a Conflans hussar that Jim had seen a picture of when he was about sixteen. I checked it and it was accurate to the last button!
>
> I have one of his spirited paintings of two polo players in violent action. I watched him do it and it was unbelievable. First a head and then a horse's hoof and then a polo mallet and finally it all tied together. I told him that anyone had to roughly sketch out such a picture and then fill in the details. Not so says he, I see the finished picture on the paper before I touch it with my brush.[156]

THREE CURIOUS FRIENDS

The friendship between Campbell Grant, Martin Provensen, and James Bodrero developed quickly. When Bodrero's commute from his house in Montecito to the studio on Hyperion Avenue—a two-hour drive—became too much of a burden, the three friends decided to share an apartment in Los Angeles.[157] They were birds of a feather, each more creative and curious than the next. One of their most inventive projects had to do with audiences' reactions to colors, as Bodrero recalled:

> After *Fantasia*, Campbell Grant . . . was fooling around an awful lot with color; he had gotten interested in a spectroscope, and he was playing around with that. We spent all our time experimenting. Anybody had an idea, we'd get together and try it on each other, in that little group.
>
> We even went so far, in picking color schemes, as to experiment with the effects of just plain color. We'd get the whole Ink and Paint Department, for instance, and stick them in the theater until it was jammed full, and we'd just throw colors on the screen, and watch the temperature go up and down—just to get the emotional reaction. We started changing color subtly, as a picture was moving from mood to mood. We found out, for instance, that a high vibratory color like a pink orange, or a rose pink, tends to excite; greens and blues tend to pacify and quiet you. We could slowly, subtly, change it a little bit, frame by frame, and enhance the emotion of the action.
>
> We'd try it out on a few people to see how they liked it—try it with just plain color. [The way to measure the audience's reaction was] the temperature in the room. That's why we packed them in. I even had them sitting in the aisles, in a small sweatbox.[158]

One easily imagines the three friends sharing the same office, experimenting, discussing arts and politics, being introduced to Bodrero's celebrity friends, and drawing at their leisure.

In two of his letters to his future wife, Campbell Grant paints exactly such a picture. On February 8, 1940, after the move to the new Burbank studio, he wrote:

Character study of Bacchus for "The Pastoral Symphony." Courtesy: Lydia Bodrero.

> Last week [actress] Katherine Cornell was here and Jim, that old cosmopolitan, took her out one night and then brought her and [her husband, theater director] Guthrie McClintock to the studio the next morning. We showed them a lot of the concert feature stuff and McClintock was nice enough to make pleasantly complimentary gurgles in his throat about "Bare Mountain."[159]

And on February 19, less cheerfully, he added:

> It is Monday again—the air is full of the sound of bats' wings—I am draped over my desk like an old towel, the radio plays fitfully some far-from-gay fragment from Beethoven. Jim sprawls across the room reading *The New Yorker* through eyes with heavy lids.[160]

Character study for *Dumbo*. Courtesy: Kelly and Brady Connell.

Jim was far from idle, though. In the year 1940 alone he tackled a treatment of Hans Christian Andersen's story *The Emperor's New Clothes*, as well as story development for *Uncle Remus* (along with Jack Miller), *The Reluctant Dragon*, and an elaborate sequence planned for *Dumbo* titled "The Mouse's Tale," which ended up being abandoned. In the terrifying story, Timothy explains to Dumbo why elephants are afraid of mice, recalling a time in prehistory when mice were huge and elephants the size of today's mice. Had the sequence made it to the screen, one can imagine kids and adults traumatized for years to come. The small mammoth-elephants are fun, but Bodrero's huge mice are truly scary.[161]

THE WIND IN THE WILLOWS

The project that was most dear to Bodrero's heart, however, was the English story by Kenneth Grahame, *The Wind in the Willows*. "I had read the book," recalled Bodrero. "I wanted to do it, a long time before Walt. Walt thought it was awful corny, but we finally got him around to it."[162]

Walt was well aware of the story of Mr. Toad. As early as 1934 he had received a copy of the book thanks to an English correspondent, Lady Carlisle, and by 1939 the Disney studio's library contained no less than three copies of *The Wind in the Willows* illustrated by E.H. Shepard, and two copies of the play *Toad of Toad Hall* by A. A. Milne, the author of *Winnie the Pooh*.[163]

Having managed to convince Walt to put the movie into production, Bodrero teamed up with Campbell Grant in 1941 to develop the first story boards and Leica reels. But the May 1941 Disney studio strike put the project on hold, and Bodrero had to wait until the last half of 1943 to be reassigned to it, along with his colleagues Perce Pearce and Paul Girard Smith.[164]

During the Disney strike—one of the most traumatic events in the history of the studio— Bodrero sided clearly with the non-strikers. So much so, in fact, that at a meeting held on June 19, 1941 at the historic Roosevelt Hotel, he was elected president of the recently revised—and short-lived—company union, the Animated Cartoon Association. During that dramatic meeting the non-strikers were attacked by a group of strikers and Bodrero had to yell "Let's have no bloodshed, men!" to restore some sort of order.[165]

LATIN AMERICAN ADVENTURE

Just a few weeks later, James Bodrero was handpicked by Walt Disney to accompany him with just a few other artists and executives on his goodwill tour of South America. Disney and "El Grupo," as the Disney party became known during the trip, left California on August 13 and came back at the end of October. Once again, the fact that Bodrero knew anyone and everyone proved tremendously useful. In the '30s, Bodrero had played polo against an Argentine team and he reestablished contact

with some of them when he arrived in Buenos Aires. One of the former players, Carlos Uranga, happened to be a specialist of gaucho culture, which came in handy. "[Mr. Uranga,]" explained publicist Janet Martin, "knows everything there is to know about things gaucho, as it is rather his hobby to preserve the old gaucho ways, just as it would be someone's hobby in California to remember all the ways of life of early Californians." Another of Bodrero's contacts, George O'Farrell, owned a large *estancia* (ranch) close to Buenos Aires and invited Walt and his team to a traditional *asado* (Argentina barbecue) complete with traditional dances in local costumes.[166]

One of the most dramatic events sketched by Bodrero during the trip took place near Salta in the Andes. Accompanied by Carlos Uranga, and by his colleagues Larry Lansburgh and Frank Thomas, Bodrero witnessed a fading and disturbing tradition: the condor hunt. Larry Lansburgh wrote in his diary:

> At 4 a.m. the gauchos slaughtered two crippled old mare[s] and have placed the carcasses on the bottom of the slope of a hill. If the day is clear the condors will come down from the mountains and have a feast. They can see for miles . . . These bird[s] are immense. They are the largest flying bird[s] in the world. A wing spread even larger than the ostrich and can even carry off a newly born calf. The way the condors are caught is quite interesting. If the weather is clear they spot the bait, come down from the mountains and gorge themselves so they are so heavy they can barely fly. The gauchos hid[e] below in a ravine until the birds are full, then they make a wild charge with clubs the size of polo malle[ts] but heavier, chasing the birds up the slope of the hill. The birds being full and having to fly up the hill keep losing altitude as they tire. Then the riders club them on the neck. We are all quite excited about the hunt and, of course, gags have already been sketched of ourselves being picked out of the saddle by the condors . . .

Sketch of the dramatic condor hunt that James Bodrero witnessed close to Salta in the Andes. Courtesy: Lydia Bodrero.

We ride up the ravine for about five miles then dismount and climb up the bank to peer over. Sure enough a flock of elephant-like birds are gorging themselves on the bait plus a multitude of small hawks which are quite similar to our buzzards. The dogs the gauchos have are starting to smell the bait and climb over the top. We dare not make too much noise in calling them back as the condors will hear and the condors are smart enough to know when they see a dog [that] man is not far away and vice-versa. The dogs are getting out of hand now . . .

From left to right: Frank Thomas, James Bodrero and Larry Lansburgh arriving in Salta on September 24, 1941. Courtesy: Brian Lansburgh.

The air is black with the small hawks and the condors have had a head start on us after seeing the dogs . . . Our horses are slow and it look[s] impossible to catch up with the condors' head start . . . Down another ravine, up a slope, over rocks, across another ravine and then a condor as big as life! . . . The condor starts up the mountain but he's so loaded with food he can hardly get off the ground . . . The condor looks like a game cock. After an hour in the fighting ring, he's gasping for breath. He heads up a small trail. Mariano pushes his . . . pony up the trail and I'm still head and tail . . . He swings a terrific blow on the condor's neck . . . We haul the bird out of the ravine. It must easily weigh a hundred pounds with a wing spread of about ten feet . . . We arrived at the estancia about 12 a.m., washed and sat down for lunch, a lunch like I've

> never tasted . . . A wonderful trip, lots of sun, lots of exercise and lots of people who had never heard of Walt Disney and wondered where this land we called California might be.[167]

When Jim Bodrero came back to the studio with the rest of El Grupo at the end of the year, he was asked to work on the "Aquarela do Brasil" and the "Pedro" sequences for *Saludos Amigos*, and in May 1942 he focused for a short while on the abandoned Brazilian sequence "Carinhoso."[168] More important, Bodrero became the "gaucho" expert among the story artists, being assigned to an abandoned short, *The Magic Bolas*, which featured a villain armed with the magic bolas, Juan Boleador, and "a raggle-taggle boy and his friend, a good natured ostrich,"[169] as well as to *El Gaucho Goofy* (for *Saludos Amigos*) and *The Flying Gauchito* (for *The Three Caballeros*). Bodrero probably also tackled two other "gaucho" projects that did not make it to the screen: *The Ostrich That Laid the Golden Egg* and *The Singing Horse*.

One of the most distinctive characters in the movie *The Three Caballeros* was a strange Brazilian creature that appeared only briefly in the feature—the Aracuan bird. The memorable character would not exist if it weren't for Bodrero. While in Brazil, the artist heard a recording of the song *Canto de Aracuã*, penned by samba composer Braguinha and performed by Brazilian popular singer Almirante—who provided the voice of the Aracuan bird in the final movie. Bodrero loved what he heard and decided to learn more about the aracuã. To do so, he went to the National Library in Rio, but what he found out about the bird was not very exciting. When he came back to the studio, he decided to design his *idea* of the aracuã, inspired by the music he had heard. His first sketch was based on a caricature of his colleague Bill Cottrell.[170] The character proved so popular that he subsequently made an appearance in the 1947 short *Clown of the Jungle* and in the "Blame It on the Samba" section of *Melody Time* (1948).

One can imagine that designing the Aracuan bird and handling three projects involving horse riding—one of Bodrero's great passions—must have been much more exciting to the artist than other WWII projects

like the short *Soybean* or the feature *Victory Through Air Power*, which he tackled during 1942.[171]

WIND IN THE WILLOWS
"TOAD SUGGESTIONS"
- 2011 -
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Model sheet of Mr. Toad by James Bodrero.

An early character study of Captain Hook for *Peter Pan*. Courtesy: Lydia Bodrero.

FROM BENNY GOODMAN TO SONJA HENIE

Two creative endeavors that followed in 1943 were likely more fun, but both were eventually shelved. On the first one, *The Gremlins*, Bodrero contributed various story ideas and became the studio's main point of contact with Roald Dahl, the author of the tale.[172] When the project was dropped at the end of 1943, Bodrero suggested to convert it into a Goofy short, using Goofy as a tail gunner,[173] to no avail. For the second project, a musical short, Bodrero developed a story titled *How to Get Hep* which involved Goofy wearing a zoot suit dancing with a young hip girl to the tune of swing music. It was at a time when Bodrero was trying to interest Walt in a movie titled *Swing Fantasia*, a combination live action and animation that would have featured the music of Louis Armstrong, Tommy Dorsey, Benny Goodman, and a few others. Neither the movie nor the musical Goofy short made it to the screen.[174]

Mr.Toad by James Bodrero. Courtesy: Walt Disney Family Foundation.

In August 1944, undaunted, Bodrero submitted an idea for a short to Walt. The true-to-life story involved a little dog, Maureen, owned by the pilot of a German bomber plane. When the plane is shot down, the pilot and his dog are rescued by the American captain of a warship. The warship is itself torpedoed, but Maureen survives for eight days in a lifeboat and ends up in the care of a Beverly Hills resident.[175] Walt did not bite.

It may have been around that time that Bodrero tried to develop a short with Benny Goodman. "We started trying very hard to get into abstraction before anybody else was thinking of pure abstraction," recalled Bodrero. "I did a whole story board, and a little tiny bit of animation, on a thing with Benny Goodman and the old quintet. That was a little too far ahead of its time, so it was discarded."[176] This was not the first time that the studio had tried to develop a short involving Benny Goodman's band. In 1940, when Disney was working on *The Reluctant Dragon*, a similar idea had already been considered and discarded at the last minute.[177] Bodrero's suggestion did not meet with any more success. The idea of a jazz short with music by Benny Goodman was not dead, however, as evidenced by the delightful "After You've Gone" and "All the

Cats Join In" sequences released in the 1946 Disney "package" feature *Make Mine Music*. These pieces incorporated some of Bodrero's earlier ideas.

With none of his Disney projects coming to fruition, Bodrero decided to leave the studio for a short while, as recounted by his daughter Lydia:

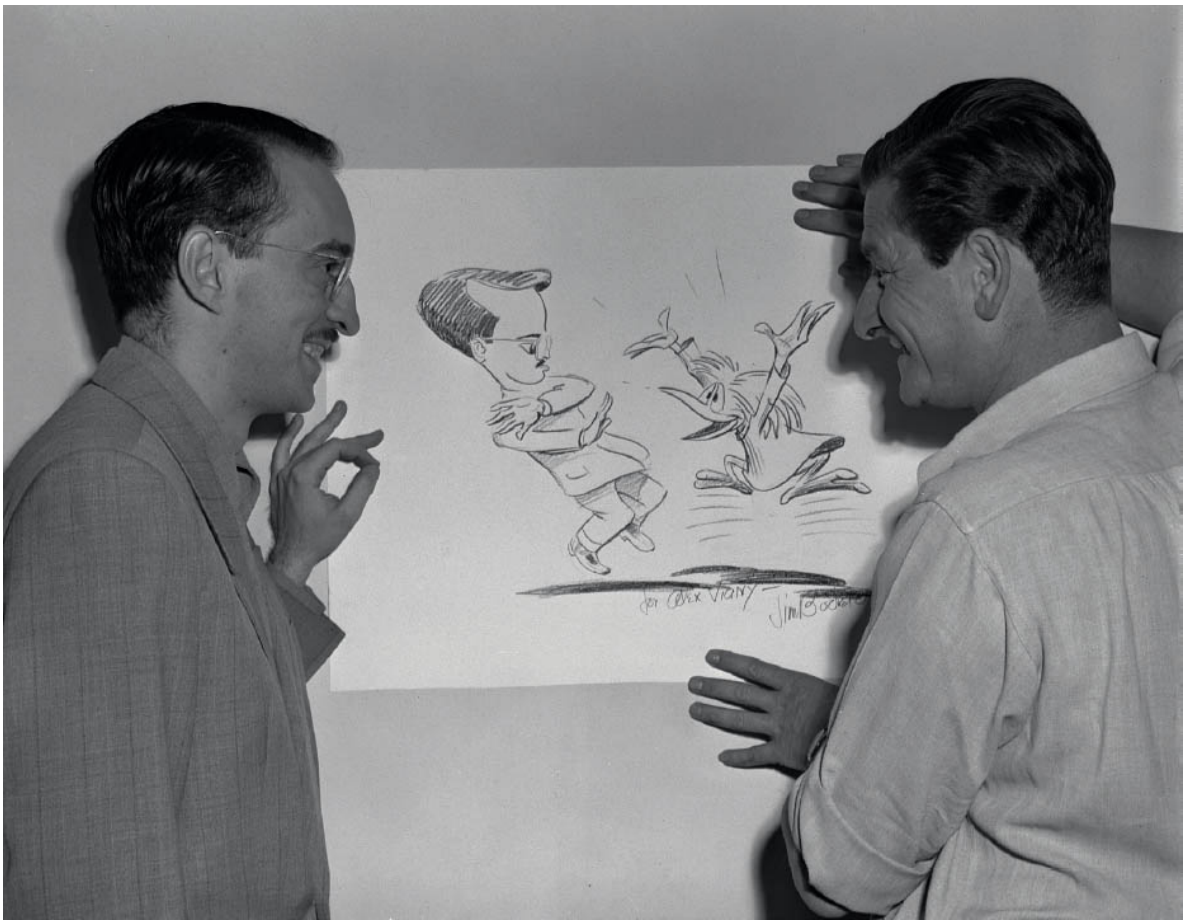
> In 1945 during WWII, he volunteered for the USO [United Service Organizations]. He went alone to the battle zones of the South Pacific, carrying all his art supplies in a self-designed brief case and a cardboard tube. He went into remote areas under fire, to field hospitals and places where no USO shows could go, to draw cartoons, caricatures and sketches, including many on jeeps, huge cannons, planes, etc., whatever the G.I.s wanted and whatever would please them. He was a great hit, fulfilling a real need, and for years afterwards heard from service men and women who had been entertained and had had their spirits lifted by him.[178]

By the end of 1945, when he came back to the studio, Bodrero tackled another Latin American project alongside Mary Blair, "Blame It on the Samba," for the feature *Melody Time*, based on the artists' experiences in Brazil during the 1941 trip.[179]

The following year, he submitted a few thoughts to Walt about *The Legend of Sleepy Hollow*, a tale by Washington Irving that the studio was planning to combine with *The Wind in the Willows*; and he was teamed up with Retta Scott to develop a musical short titled *On The Trail*, which, had it been released, would have been accompanied by Ferde Grofé's music, "Grand Canyon Suite."[180] Developing a story based on Grofé's music was not a new concept in 1946. A similar idea had been suggested by writer Hal Thompson back in August 1938. At the time, Thompson was thinking of a sequence for *Fantasia* and had written:

Jack Miller (left) and James Bodrero at work on an early version of *Song of the South*.

> This music ["Grand Canyon Suite"] might be adapted to one of the Hopi or Navajo legends of our own highly pictorial western country. Many of the Navajo legends symbolize their characters using animals. There would be an opportunity here to use some unusual animals: a coati-mundi like the one that was such a popular success in the *Adventures of Chico*; also armadillos and all other animals that are peculiar to the Grand Canyon and Painted Desert country. Or we might use the cute little stylized Hopi dolls (known as Katchinas) as our characters. A suggested type of story to fit the music would be one that introduced love interest or friendship into the picture at this point.[181]



Brazilian journalist Alex Viany (left) and James Bodrero admiring a drawing by Bodrero of the Aracuan bird arguing with Viany. Mid-1946.

But the idea in 1946, as in 1938, did not make it to the screen.

Finally, during the first half of 1946, Disney was also trying to interest Norwegian figure skater and film star Sonja Henie to work for the studio, and Bodrero painted a beautiful series of story ideas featuring a stylized version of Sonja, a polar bear, and a penguin in an arctic setting.

Unfortunately, the deal with Sonja Henie went nowhere, and *Sonja Henie Fantasy* was Bodrero's last project for Disney.[182] Like his colleague Campbell Grant, he was laid off on August 1, 1946, due to renewed union troubles.

His daughter recalled a difficult transition:

> He was very unhappy about it! Almost all [of his colleagues] were rehired in time, and he would have been too, but by then he had moved to San Francisco . . . During this period he got a lot of work

painting murals, mostly for restaurants, but one for a church altar. He travelled all over California to do these and also worked briefly as a writer for Hal Roach Studios, where he had worked in the '20s.

Eleanor Bodrero, Jim's wife, passed away in 1949, and the following summer Jim remarried to Geraldine Graham MacDonald, who had been his wife's lifelong friend.

"Eventually, building a house by the sea in Spain, they spent much time there," explained Lydia Bodrero. "They were aficionados of bullfights, and followed the bulls all over Spain during the season. He did very little art work after his marriage to Geraldine, but did write and illustrate a delightful book, *Long Ride to Granada* (Reynal and Co., 1965), based on a trip on horseback which he and companions had taken in Spain."[183]

The years that followed were plagued by poor health, and on February 6, 1980, James Bodrero passed away peacefully in San Francisco. The old polo player and man of the world probably rode to heaven on an Andalusian horse. Many good friends, from Martin Provensen to Leopold Stokowski, awaited him there.

Pastel concept design for “The Pastoral Symphony” sequence in *Fantasia*. Courtsey: Lydia Bodrero.

Early character designs for “The Pastoral Symphony.”

Courtesy: Pierre Lambert.

Centaurs and centaurettes character studies for “The Pastoral Symphony.”

Courtesy: Kelly and Brady Connell.

Centaurs and centaurettes character studies for “The Pastoral Symphony.”

Two beautiful story sketches for “The Pastoral Symphony.”

Story sketches of Bacchus for “The Pastoral Symphony.” Courtesy: Walt Disney Family Foundation.

Early character designs inspired by Heinrich Kley for the “The Dance of the Hours” sequence in *Fantasia*.

Story sketches for “The Dance of the Hours.”

Story sketches for “The Dance of the Hours.”

Story sketches for “The Dance of the Hours.”

THE EMPEROR'S MEASUREMENTS WERE TAKEN
THEY PROMISED TO CREATE A MOST MAGNIFICENT SUIT, OF A MATERIAL SO FINE THAT IT WOULD BE VISIBLE ONLY TO PEOPLE WHO WERE LOYAL AND

Story sketches and character designs for the abandoned short *The Emperor's New Clothes*.

Story sketches and character designs for the abandoned short *The Emperor's New Clothes*.

The characters from *The Emperor's New Clothes* are caricatures of Disney artists. Here: Campbell Grant (left), James Bodrero and the head of the Story Department Ted Sears (the king).

The elaborate *Dumbo* sequence “The Mouse’s Tale” did not make it to the screen.

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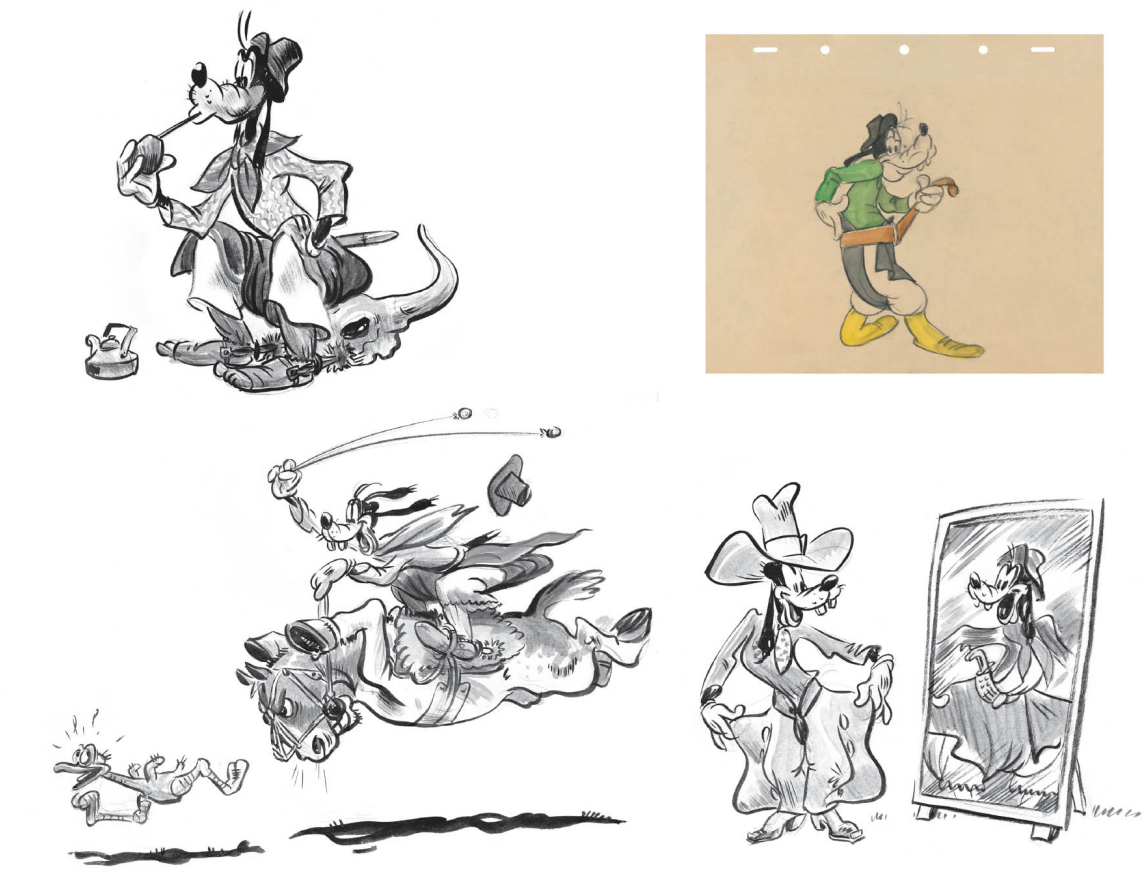
Story sketches for the abandoned short *The Magic Bolas*.

Story sketches for the abandoned short *The Magic Bolas*.

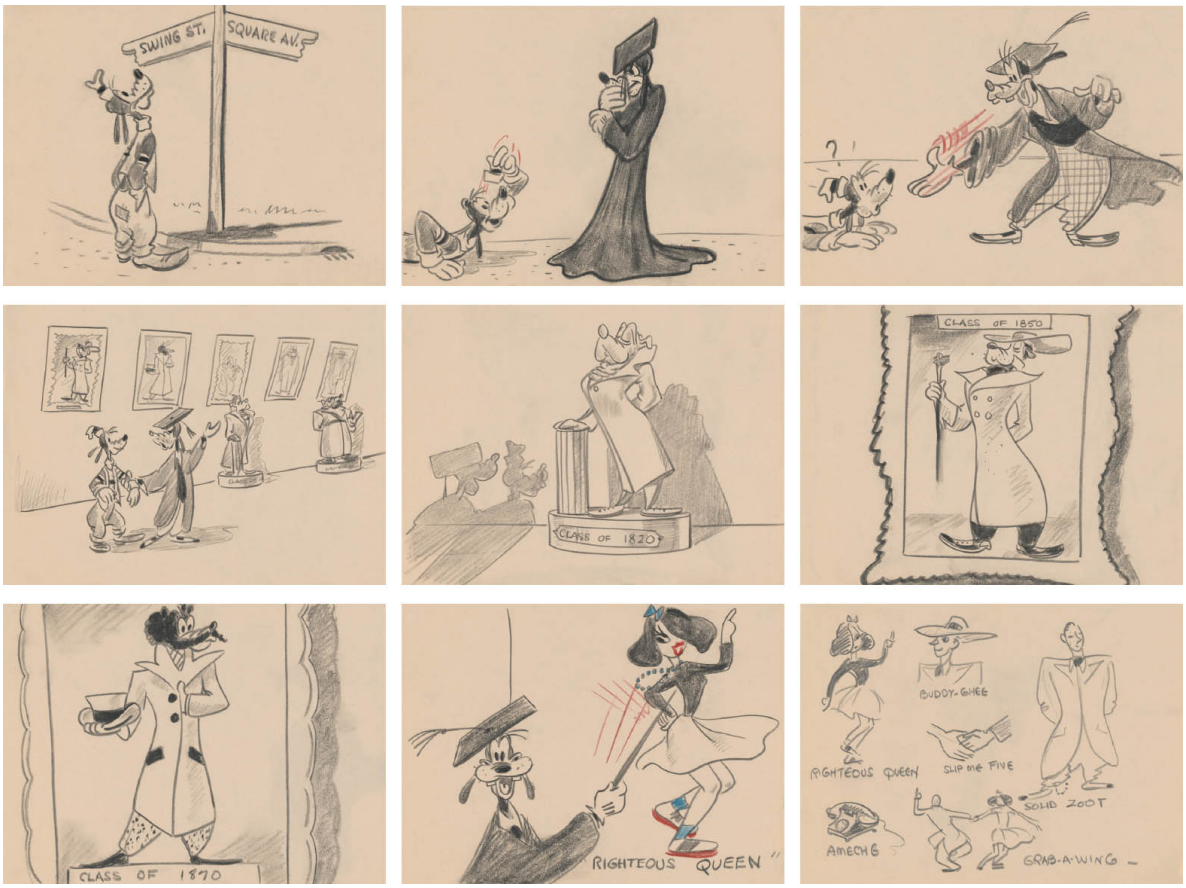
Character sketches for *The Flying Gauchito*. Courtesy: Roxanne Lapidus.

Character sketches for *The Flying Gauchito*. Courtesy: Roxanne Lapidus.

Story and character sketches for *El Gaucho Goofy*.

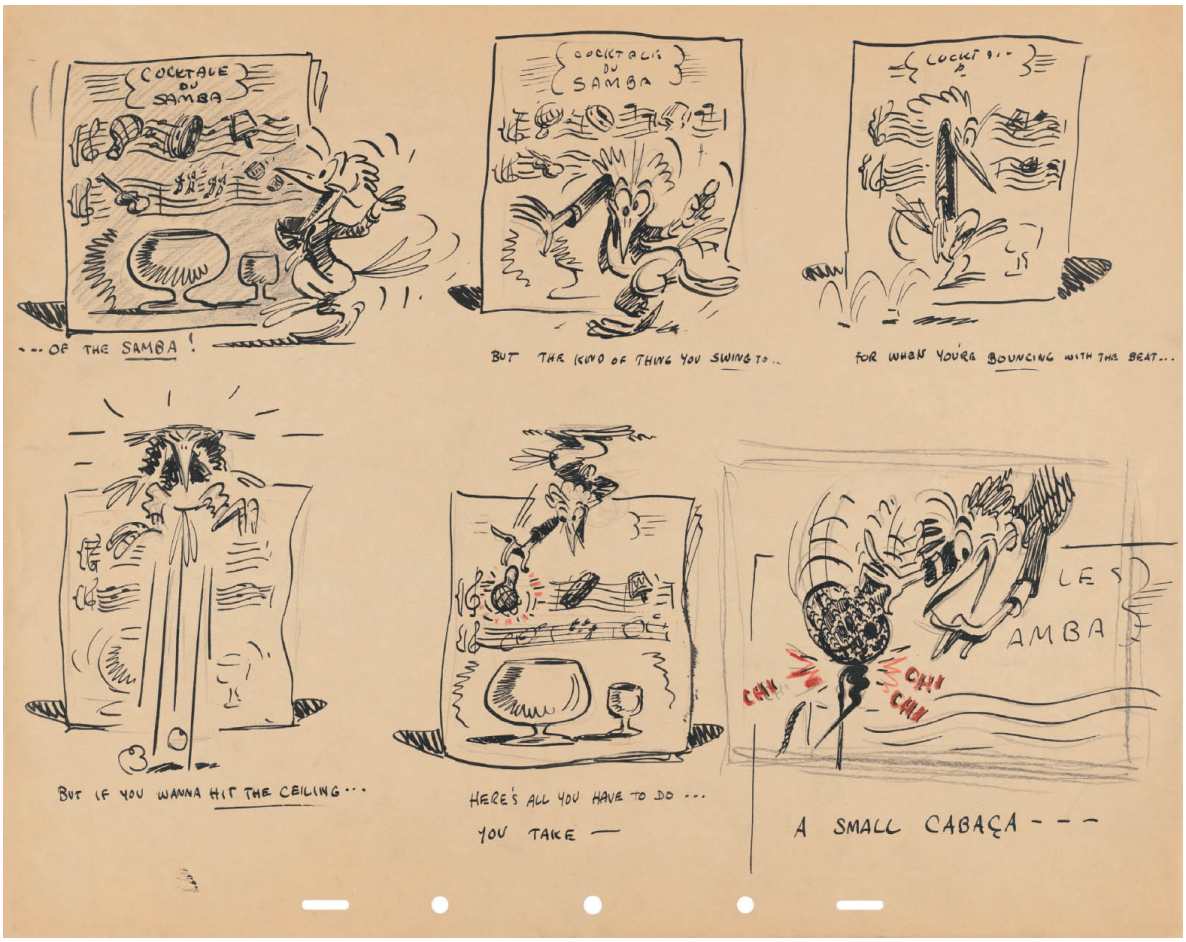


Story and character sketches for *El Gaucho Goofy*.



Story sketches for the abandoned short *How to Get Hep*.

Story sketches for the abandoned short *How to Get Hep*.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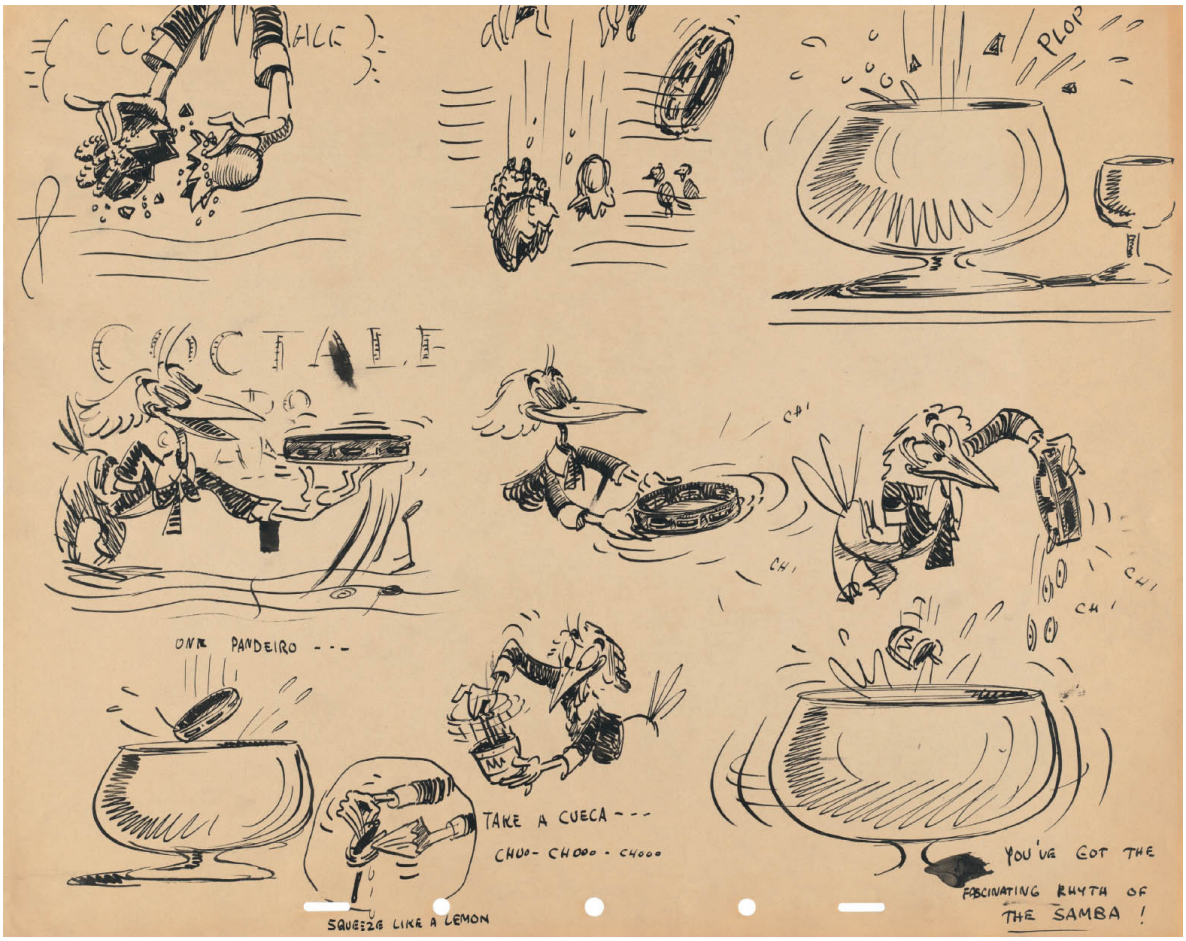
Story sketches for the "Blame It on the Samba" sequence of *Melody Time* (1948) in the style of James Bodrero.



Story sketches for the "Blame It on the Samba" sequence of *Melody Time* (1948) in the style of James Bodrero.

Story sketches for the abandoned *Sonja Henie Fantasy*.

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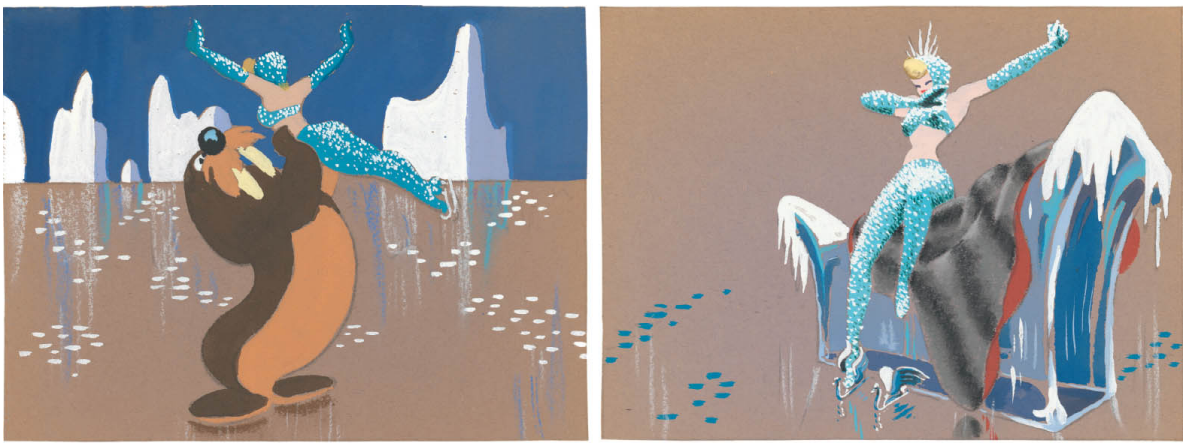
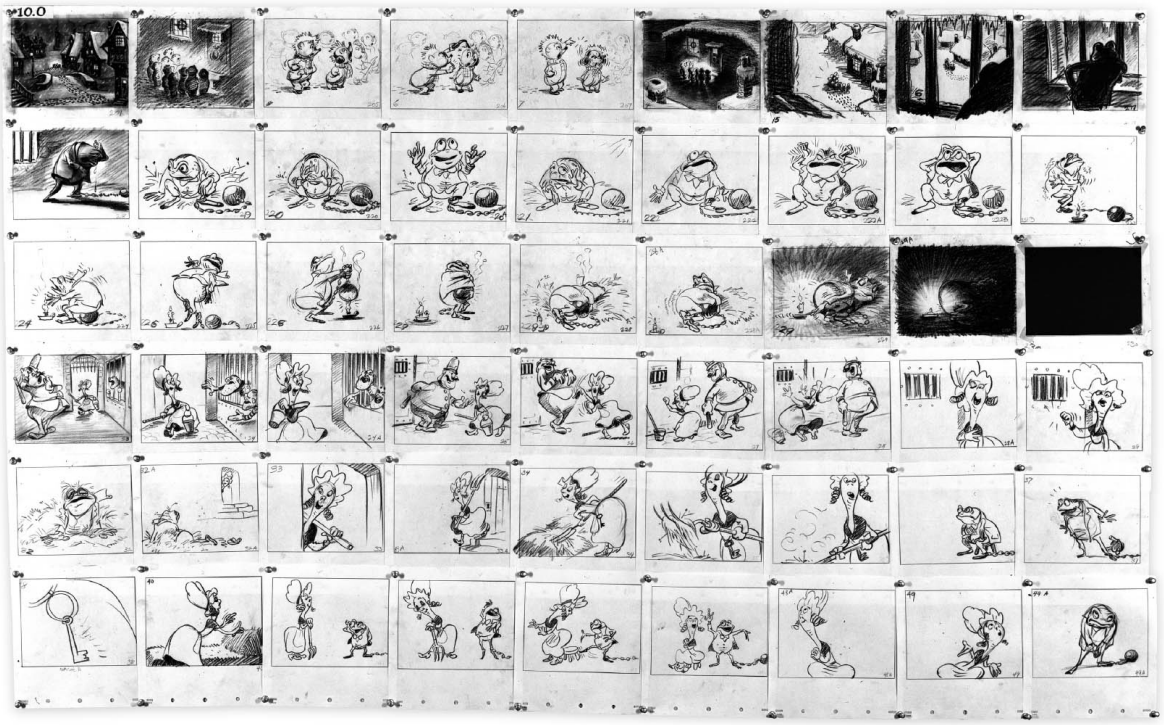


Story sketches for the abandoned *Sonja Henie Fantasy*.



A story board from *Wind in the Willows* in the style of James Bodrero.

6

MARTIN PROVENSEN

"His line was as good as Degas, an organic line, a really vital line."

—LAYOUT ARTIST KEN O'CONNOR ABOUT MARTIN PROVENSEN

Martin Provensen's powerful drawing style is unmistakable: lithe, beautiful lines; drawings that jump out of the page; characters who come to life without the help of the animators. More than any of his colleagues in the Character Model Department, he was a master draftsman.

"Martin should have been an actor," Joe Grant told animation historian John Canemaker. "He was amusing and fun. He had great humor, and whatever he had to tell you was told in the most dramatic terms. He was an instant talent, an extraordinary painter, and a brilliant kid."[184]

Charming, fair-haired with blue eyes, this extraordinary talent, who, according to layout artist Ken O'Connor, "could draw as well as anybody, [including] the French masters,"[185] was only in his early twenties when he joined Disney.

A beautiful shot of Martin Provensen at home around the time he joined the Disney studio. Courtesy: Karen Mitchell Provensen.

THE NATURAL ARTIST

Martin's talent had deep roots: art and culture were staples of his life from early childhood. Martin's nephew Richard Provensen explained:

> Marty's father was the son of an immigrant Lutheran minister who came over from Denmark [around] 1890. He was born in the United States and was the oldest of all the children of his family. He was a radio man, a broadcaster, and Marty's mother was a housewife. They were both born in 1895. Her grandfather came over from Germany, then [took part] in the Civil War. Abraham Lincoln gave every soldier who wanted it six hundred and sixty acres and a horse. So he took his six hundred and sixty acres and [built] a farm in Iowa, a farm where Marty's mother grew up. Marty was the first born. He was born in Chicago on July 10, 1916. His maternal grandfather was a Presbyterian minister and also liked to paint, a talent he likely passed onto Marty. And on Marty's dad's side, they all loved opera. They loved singing. They [loved] Verdi and Puccini and Mozart. They loved all the beautiful music, all the classical music of the world. With this, Marty grew up around a great deal of culture. He was exposed to art. He was exposed to classical music. That really engendered in Marty a love of art and he blossomed from there.
>
> Marty was largely self-taught. He was a natural artist. [In his early teens,] he was already carving out figures from bars of Ivory soap. Then he moved to hardwood and carved a lot of little characters: elves, dwarfs, an African warrior, lions, and all kinds of different animals and figures. He was sculpting. He was painting. He was carving.[186]

Music and sculpture were two of Martin's passions. Books were the third.

Martin himself recalled how these passions shaped his career:

> The first books I remember were those my grandmother had on her farm in Iowa. She had the Doré Bible and *The Pilgrim's Progress* and *Don Quixote*. So I was raised on some extraordinarily remarkable books. As for books written for children, there was *Alice in Wonderland*, of course. And then a series of books passed through my hands, most of the illustrators of which I've forgotten. But I do remember a book called *The Poppy Seed Cakes* [by Margery Clark, illustrated by Maude and Miska Petersham].
>
> When I was older, a group of books that meant a lot to me—and I still admire them—were the animal stories illustrated by Charles Livingston Bull. He drew animals very realistically, brilliantly, with a great deal of knowledge and skill. I think he worked in the late twenties and early thirties. When I was slightly older, I discovered Rackham and Dulac. And there was Kay Nielsen, who illustrated Danish fairy tales, and whom I got to know at the Disney studio many years later. He was a great illustrator. All these books were very important to me.[187]

In the early 1930s, as a teenager, Martin enrolled for a year of study at the Chicago Art Institute. This was followed by a stint at the California School of Arts and Crafts in the San Francisco Bay Area, where he studied figure drawing with the aging printmaker, painter, and illustrator Perham Wilhelm Nahl.[188] Nahl passed away in April 1935, which is likely why Martin decided to move once more, completing his studies at UCLA, in 1936.

FROM DISNEY TO HARMAN-ISING AND BACK

His first stint at Disney, however, was a disappointment. In many ways, Martin was likely too talented for the job he was offered at the studio at the time. "After I'd gone to Berkeley and UCLA," remembered Martin, "I went to Disney's for one summer—this was in 1936—and I took a job for seventeen dollars a week. Not so bad in those days. I didn't like it very much and they didn't like me either."[189]

Martin had been hired by Disney as an inbetweener, the starting position in the animation business. Milt Neil, Phil Duncan, and the future creator of the "Pogo" comic-strip, Walt Kelly, were part of the same batch of new hires.[190] But the life of a Disney inbetweener, under George Drake, was a grueling one. Few artists stayed for long. Provensen was bored by the animation process itself, considering it "extraordinarily difficult and tedious."[191]

After three short months as an inbetweener, Provensen joined the competing Harman-Ising studio for six or seven months. He was hired as a sort of concept artist. Unlike the Disney studio, however, Harman-Ising was not really prepared to accommodate an artist who just "drew as he pleased."

Hugh Harman and Rudy Ising—who had worked on Disney's Alice Comedies and Oswald the Lucky Rabbit in the 1920s—were producing at the time, for MGM, a series of cartoons titled Happy Harmonies, which took its inspiration from Disney's Silly Symphonies. They were trying to improve the quality of their shorts, but due to the rigidity of their contract with MGM, and without breakout characters like Mickey Mouse or Donald Duck, they did not have the same financial freedom that Walt enjoyed and could not hope to spend as much effort on each cartoon as he did. Provensen was not in the right place at the right time.

"At Harman-Ising I was supposed to be learning the business," explained Martin, "and they didn't know what to do with me. What I was doing was contributing a little bit here and there, on backgrounds and on planning concepts for things, but I did very little, and nothing of any value whatsoever. I floundered, that's really what it amounted to, I just floundered during that period."[192]

When MGM cancelled their contract with Harman-Ising, the studio folded temporarily in September 1937. Martin had no choice but to move on:

> I had made very, very close friends with a group of people at Harman-Ising: Lee Blair, [Mel Shaw], and Art Heinemann in particular, who later became very successful at Disney's.[193] And when they went to the Disney studio—which was sort of the natural

thing to do, to leave Harman-Ising and go to Disney—they were kind enough to sort of speak for me and take me along, and due mainly to their help I got into Disney's again [on October 25, 1937], at a much better salary, in the Story Department instead of in animation, which is what I really wanted. And I found the Story Department very sympathetic . . . Almost immediately I started to work with Joe [Grant, in] the Model Department, which also functioned as a story department, because ideas and concepts and invention of all sorts were flowing out of the Model Department.[194]

Character design for "The Pastoral Symphony" sequence in *Fantasia*. Courtesy: Bob Cowan.

AN ARTIST'S PARADISE

Though Provensen had a difficult experience in George Drake's inbetweening department, he found Joe Grant's Character Model Department to be a narrative artist's paradise, Disney's inner sanctum.

Moreover, Joe recognized Martin's talent right away. Character designs for the short *Ferdinand the Bull* were the first project the young man was asked to tackle. The results were spectacular, as Joe Grant remembered:

> I took him on because he had done such fantastic zoo drawings. His drawings were very animatable, and particularly the things he did on *Ferdinand*. When [Walt] first saw those drawings that I showed him, that [Martin] was doing on *Ferdinand*, he really recognized that good-looking art, [and] he saw the possibilities immediately. [Martin] was responsible for the character, definitely.[195]

Thanks to this first creative success Martin became part of Joe's team for good, at the very height of Disney's Golden Age. In other words, Provensen had been admitted to the artist's paradise and he knew it.

> When I went over to Disney's, I was still very inexperienced. I still remember very well the first day. Jack Miller came in, and I was pinning up some drawings to sort of show samples of what I was doing, and he [said,] "Very nice drawing." And I said, "Thank you, thank you very much." . . . For me it was a fabulous experience, because of the people, the chance to be involved with them. And also, the studio was essentially a drawing factory. You waded up to your waist in drawings. The individual drawing had no particular value or meaning. It was seen as the currency of the day. It was like words with writers. It was just something you used, something that you did . . . Drawings themselves were seen as just the raw material, and you poured these drawings out. Looking back now, I realize it was the best training in the world for an illustrator, because what it really meant was that you were visualizing, endlessly visualizing, on paper, every kind of possible idea. And of course, at the studio, they'd throw things at you that would, on the face of it, seem impossible to draw. You couldn't draw it—and yet there was a way to do it. And you found a way, somehow. Somebody would find a way to do it.

The learning never ceased. The artistic stimulation was endless and exhilarating.

> They'd put up these storyboards as you go, and somebody would explain the sequence to Walt, when it had reached that point. And they had to be immediate in their effect, they had to be strong and effective, and they had to get their point across. And so, whether you knew it or not, you kind of drank in this training, so you could explain an idea, visually, very quickly and immediately . . . It was wonderful, wonderful training, absolutely extraordinary. And then, watching what everyone around you was doing—all these people who were all drawing like this, every one different, each one with a different point of view, a different kind of talent, a different awareness. And Joe coming around with [the German magazine] *Simplicissimus* and the great graphic art of the last hundred years under his arm, which he made available to us. So it was a tremendous learning experience, if you were open to it.

And to top it all, Martin was free to "draw as he pleased."

> One thing about the studio that I always felt, which was great, was that they didn't bug you about time. I remember we'd say, "We'll work on this for a week or a month or whatever, and see what we can do," and you never felt pressured in the Story Department. Now the animators did, [they] had the time clock behind them. But in the Story Department, we didn't.
>
> It was actually incredible, the brilliance, the invention of a lot of this stuff. Amazing. It was a fountain of drawing, to a degree that I don't believe ever has existed before or since—any place where there was that much drawing done every day. Thousands of drawings were made every day! Incredible![196]

And so, from the fall of 1937, when he designed his powerful sketches of Ferdinand the Bull, to the end of 1942, when Martin left the Disney studio, Provensen never stopped drawing. In 1938, he helped design the Sorcerer, Mickey's boss in "The Sorcerer's Apprentice," as well as

Hyacinth Hippo, Ben Ali Gator, and the elephants from the "The Dance of the Hours" sequence in *Fantasia*. By the first half of 1939, he was involved simultaneously in no less than three full-length features: *Pinocchio*, for which he handled an abandoned turtle character; *Fantasia*, with a particular focus on characters from the "The Pastoral Symphony," including the gods Apollo and Morpheus, the Cupids, and—along with James Bodrero—the centaurs and the unicorns; and *Bambi*, with character studies of Friend Owl and of Flower the skunk.[197] Campbell Grant, writing to his future wife, noted that for some reason Provensen disliked that last assignment: "Martin is moping because he doesn't want to draw skunks."[198]

Ben Ali Gator, one of the protagonists of the "The Dance of the Hours" sequence in *Fantasia*. Courtesy: Wonderful World of Animation.

Martin Provensen (left) and Campbell Grant surrounded by early model sheets of *Fantasia, Bambi* and *Song of the South*.

THE RENAISSANCE MAN

There was also the sculpting, which Martin had in no way given up after joining the studio. Along with Bob Jones, Shirley Soder-strom, Duke Russell, Del Connell, and Campbell Grant, he was one of the various artists from the Character Model Department who created little clay and wire sculptures of the Disney characters to guide the animators.[199]

The most striking feature of Martin's Disney drawings was his line: always elegant and moving. Provensen's lines give so much strength to his drawings that they could make us forget everything else in his compositions. It is, however, his mastery of colors—applied as elegant patches of watercolors—that elevate his best drawings into masterpieces.

By the end of 1939 and the early part of 1940, Provensen was at the top of his creative game and working on five new projects: the abandoned *Roland the XIIIth* about an acrophobic military carrier pigeon; *The Reluctant Dragon*; *Dumbo*; and most likely a very early version of *Lady*

and the Tramp; as well as the abandoned short *Hootsie the Owl*. By 1941 he also tackled the *Bongo* featurette, *Pedro* (for *Saludos Amigos*), and his favorite project: *Peter and the Wolf*.[200]

Most of Martin's drawings were outstanding works of art, even in the context of a studio known for hiring only the best. His characters are appealing and full of personality, his designs are flawless, and his lithe, elegant line, come to life on the page. When one studies his drawings chronologically, one can sense that, while at Disney, his art progressed by leaps and bounds. Driving this constant progress was the endlessly stimulating environment of the studio and Martin's insatiable artistic curiosity.

An early model sheet from *Bambi*, in the style of Martin Provensen.

"He was very interested in the French artist Camille Corot," recalled his nephew Richard Provensen, "[and he] had an interesting way of going to museums. He would almost run through them. It was a very unique

way to approach museums, where he would get impressions of paintings, then move on very quickly. Unless he was studying a painting for a period of time. Marty was more interested in Modernism and Impressionism and Post-Impressionism. That is really where his focus was. He loved Picasso. [In later years] Marty really enjoyed, and knew quite a few modernists. I believe he knew Mark Rothko and Richard Diebenkorn."

Martin's curiosity was particularly free to flourish at the Disney studio, under the tutelage of his boss, the highly intellectual and educated Joe Grant.

> [Joe Grant] introduced all of us to many European artists, like Walter Trier and Gus Bofa, the great French cartoonist; he was up on the stuff, he knew about it, and none of the rest of us did. Joe was the one who showed it to us. He had an omnivorous curiosity about graphics. So, for me, knowing him was entirely a plus. I got a lot out of it, and he became a personal friend. He still is.[201]

Armed with this expanded artistic knowledge, Martin felt free to experiment and to incorporate these fine arts' influences into his work at Disney.

> I remember one storyboard I was proud of that never was used at all and that was *Peter and the Wolf* . . . I did it all in pastel on black paper. It had a very Russian feel to it. And Disney liked it, but then the final version was pure Disney . . . I wanted it to look like an icon, a Russian icon, which would have been beautiful, but at that time the studio wasn't interested.[202]

Exhilaration and frustrations were intertwined. On the one hand, there was the creative freedom, the artistic discoveries, and the friendships, especially with James Bodrero, Campbell Grant, and Jack Miller, as Martin recalled fondly:

> There was a feeling of wit and humor and comedy in the place, in the room, that never flagged. Joe was so tolerant—he was our boss, after all. Jim Bodrero, Campbell Grant, [Jack] Miller, and I, all were in a room together. And we used to sit there drawing on these sequences, and one of us would start a play, a little playlet. We'd all have to improvise, and everyone would contribute, and we all would take different parts. And it could be *anything*! I remember once, for about two weeks, we did *Sweeney Todd, the Demon Barber of Fleet Street*, long before it appeared on Broadway. We just improvised on this thing endlessly, and sometimes it got pretty rough, too. But it was funny stuff, and we'd die laughing sometimes. Then maybe one of the people, like Bodrero or whoever, would start drawing the incidents that we had just been inventing and kidding around with. That was the feeling; that was the atmosphere.[203]

On the other hand, Martin felt that the more the studio grew, the more impersonal it became:

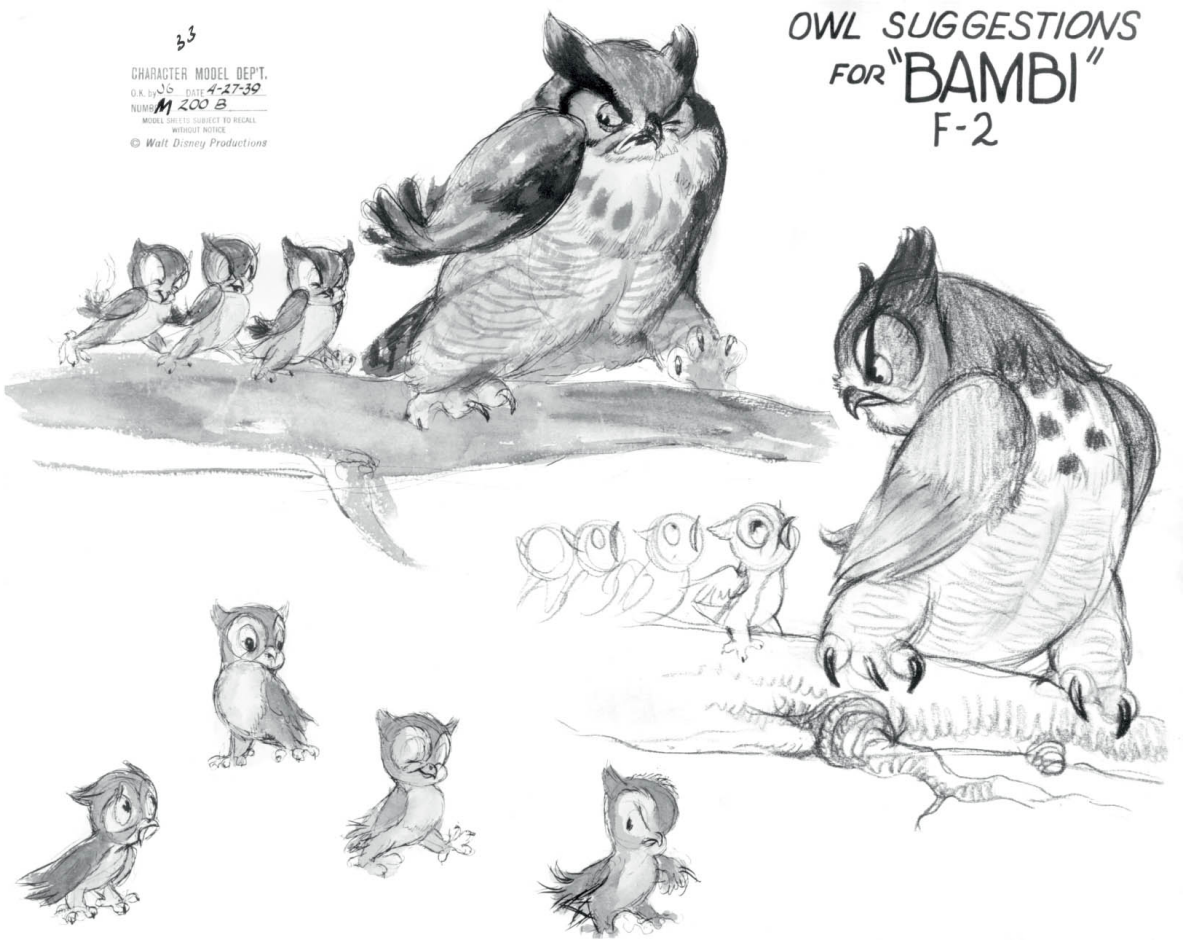
> [Walt]'d come in for a story meeting and nod to us, and somebody who was head of the group at that moment would tell the story. It was stiff and awkward; it was never an easy, relaxed atmosphere. It may have been at times, but it was damned rare, it seems to me, in my experience. Mostly, everybody would be scared to death when the great man would come trooping in and sit down and say, "All right, let's see what you've done." . . . Everything hinged on [Walt's] attitude. Everyone would wait to see how he reacted. If he didn't like it, he'd get up and say, "Needs work," or "Do it again," or nothing. And we'd all kind of glumly look at each other and go back to work. Which is, of course, perfectly okay. But I think it increasingly became the entrance of the Czar. That kind of thing happened more and more, as the years went on.[204]

The increased sense of tension at the studio was driven by two key factors: the war in Europe, which, starting in 1939, closed Disney's foreign markets; and the unionization of Hollywood, which, in 1941, would lead to the infamous studio strike.

By that time, as far as Martin was concerned, most of the fun had been drained out of the studio. After the United States entered the war, Martin was assigned to two propaganda shorts: *Reason and Emotion*, which he tackled along with Joe Grant, Dick Huemer, Bill Peet, and Roy Williams; and *Chicken Little* on which he worked with story artist Retta Scott. He was also involved in the development of another propaganda cartoon aimed specifically at the Latin American market, *War of Nerves*, and he worked on some abandoned concepts for a few animated sequences that had been commissioned by Frank Capra for *Prelude to War*, the first episode of his Why We Fight series.[205]

To top it off, there was the dreaded propaganda movie *Victory Through Air Power*, which Martin's colleague Retta Scott had once nicknamed "Victory Through Arrow Power," due to its burdensome reliance on charts and arrows to drive its didactic points. Martin was bored, and for him, 1942 was a blur of endless, mostly uninteresting tasks:

> The last year [at Disney], really, I was shunted around. I worked on *Victory Through Air Power* a little bit. I wasn't very interested; I knew I was going to be in the service pretty damn soon. I was very bad at charts; I stank at charts. I tried to do a chart in the storyboard style, and I remember somebody said, "My God, what is this?" I realized that this was not for me, at all. I think *Victory Through Air Power* was perhaps the last thing I worked on at the studio. There were a few months there that are very vague; it seemed like we were all kind of marking time. John Miller left and went into the Navy, and I wrote him and asked if there were any places in the Navy Department. He very kindly and generously found a spot for me, and I went in, too. Aurie Battaglia was in the Navy Department as a civilian; his eyes kept him out. So we all sort of drifted out. [John] Hubley and all the other fellows were leaving, every day. Unless you knew pretty well that you were not going to be drafted because of family or age or something, the whole thing was over; the minute war was declared, that was it. That was the end for me. I stayed on almost a year, but I was just marking time.[206]



An early model sheet from *Bambi*, in the style of Martin Provensen.

THE METAMORPHOSIS

Martin Provensen left Disney on November 5, 1942, and joined the Navy, where he was assigned to the creation of propaganda animated films. One of the cartoons he probably tackled was *Take Heed Mr. Tojo*, a short produced at the Walter Lantz studio. While working at Walter Lantz, Martin met Alice Rose Twitchell, who was working there as an assistant animator. Alice and Martin fell in love and decided to marry on April 17, 1944, after which they resettled to Washington, D.C., where they worked on war-related projects before moving to New York City.

After the war, according to Richard Provensen, "Marty was in New York City and somehow Walt Disney found out where he was and called him to ask him to come back to the Disney studio. Marty said he wasn't

quite sure if he wanted to or not. At that point he had met up by accident with [his former Disney colleague] Gustaf Tenggren who had gone to [publisher] Golden Press and started making children's books. [Gustaf] told him, 'Marty, you ought to look into going into the children's book business.'" Provensen was ready for the new creative challenge and heeded the advice of Tenggren. Little did he know that this would mark the start of a long and successful career in the book business in close creative partnership with his wife, Alice.

The Fireside Book of Folk Songs, released in 1947 by Simon & Schuster, was their first collaboration. The illustrations were crisp and stylized, reminiscent of UPA's cartoons rather than Disney's. Martin Provensen's drawings had undergone a radical metamorphosis. The new artistic approach was the fruit of a very conscious decision.

Character design for the unproduced *Ride of the Valkyries*. Courtesy: Kelly and Brady Connell.

Caricature of Martin Provensen by James Bodrero for the September 22, 1939, issue of *The Bulletin*. The original caption read: "This week a new *Bulletin* artist injects a bit of whimsey into this searching portrait of Martin Provensen, silent Dane who hibernates in apartment house number 3... Martin spends his time driving around in his new big black car, trying to sing like Chaliapin, and dreaming of the studio that some day will ask him to animate something serious, like *Beowulf*."

"Without knowing it," explained Provensen, "I picked up a lot of Disney tricks in drawing, which I found I didn't like and I had to get rid of after I left and got into books. A certain facility toward expression; a too-facile approach toward gesture, toward expression, toward posture, and so on. In a cartoon, that's one thing, but in a book [it] needs to be rethought completely, and handled with a great deal more restraint."[207]

This willful reinvention was the fruit of an ever-inquisitive mind, a mind always trying to discover new horizons.

"Marty and Alice did a tour around the world in 1948," recalled Richard Provensen. "They took a year off . . . They went around the world. They were one of the first westerners to visit Nepal. They spent a

lot of time in India. I think that is where Marty became interested in the spirituality. He became less and less interested in success as he got older and more interested in spiritual searching. He became a Zen Buddhist."

This constant need for new intellectual and artistic discoveries took Martin in unexpected directions, like creating Tony the Tiger for Kellogg's in 1952.

All in all, Martin and Alice illustrated more than forty books together. Their close collaboration was the stuff of legends. According to Alice, "Martin and I really were one artist."

In 1950, Alice and Martin had decided to move to Maple Hill Farm in Dutchess County, New York. Their friend, the poet Nancy Willard, who visited them in 1983, discovered them surrounded by chickens. When they entered the house, she saw handsome and rare books everywhere, many bound by Alice herself.

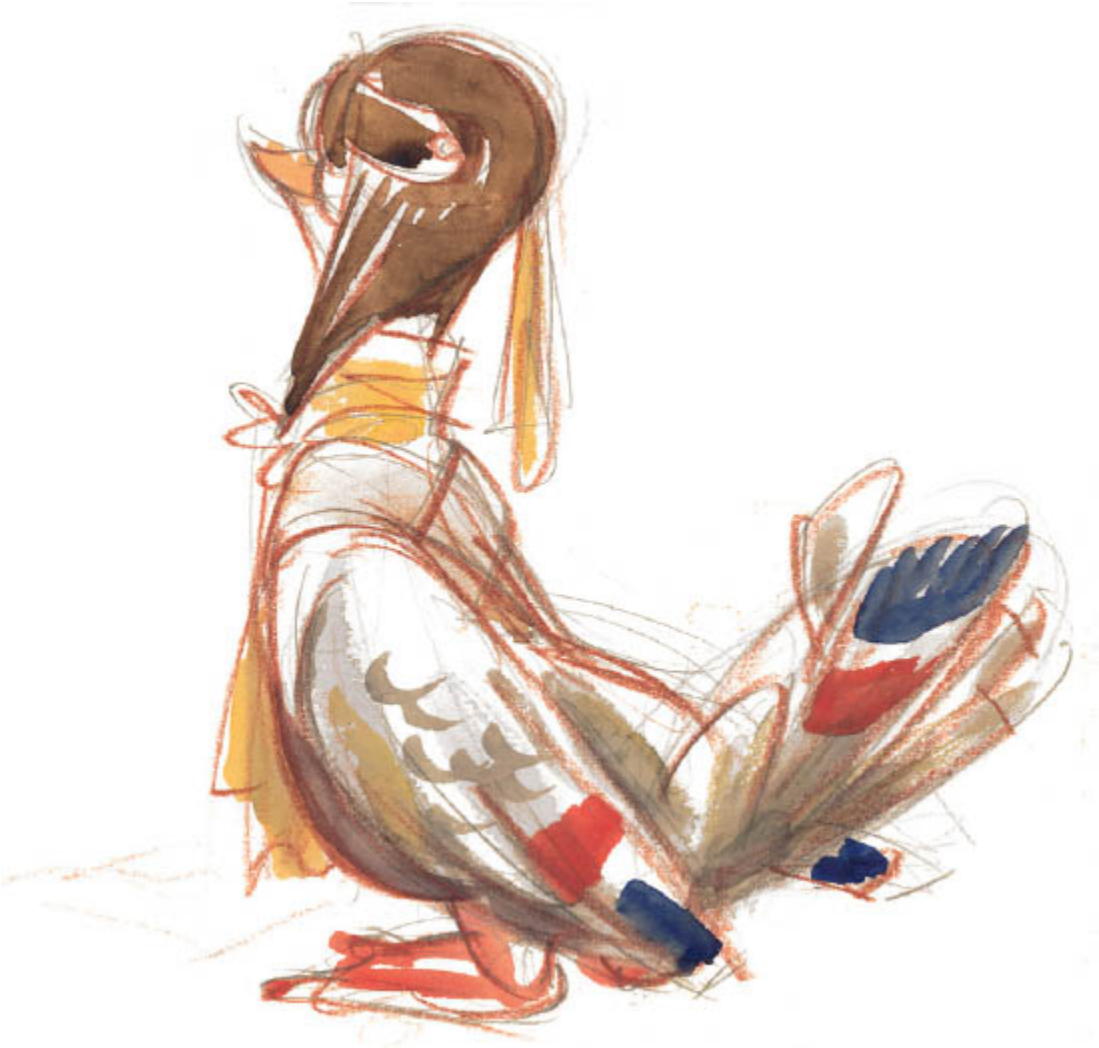
It is in this bucolic and cultured environment that Martin passed away of a heart attack on March 27, 1987.

His children's books had become classics, while the revolutionary artwork he had created for Disney had been largely forgotten, folded in with the other drawings produced by the studio. Its rediscovery by passionate Disney historians took thirty years. And Martin's lithe line came to life again.

Early character design for *Ferdinand the Bull* (1938). Courtesy: Kelly and Brady Connell.

Character designs and story sketches for the abandoned short *Hootsie the Owl*.

Character designs and story sketches for the abandoned short *Hootsie the Owl*.



Courtesy: Kelly and Brady Connell.

Story sketches for the abandoned *Roland the XIIIth*.

Story sketches for the abandoned *Roland the XIIIth*.

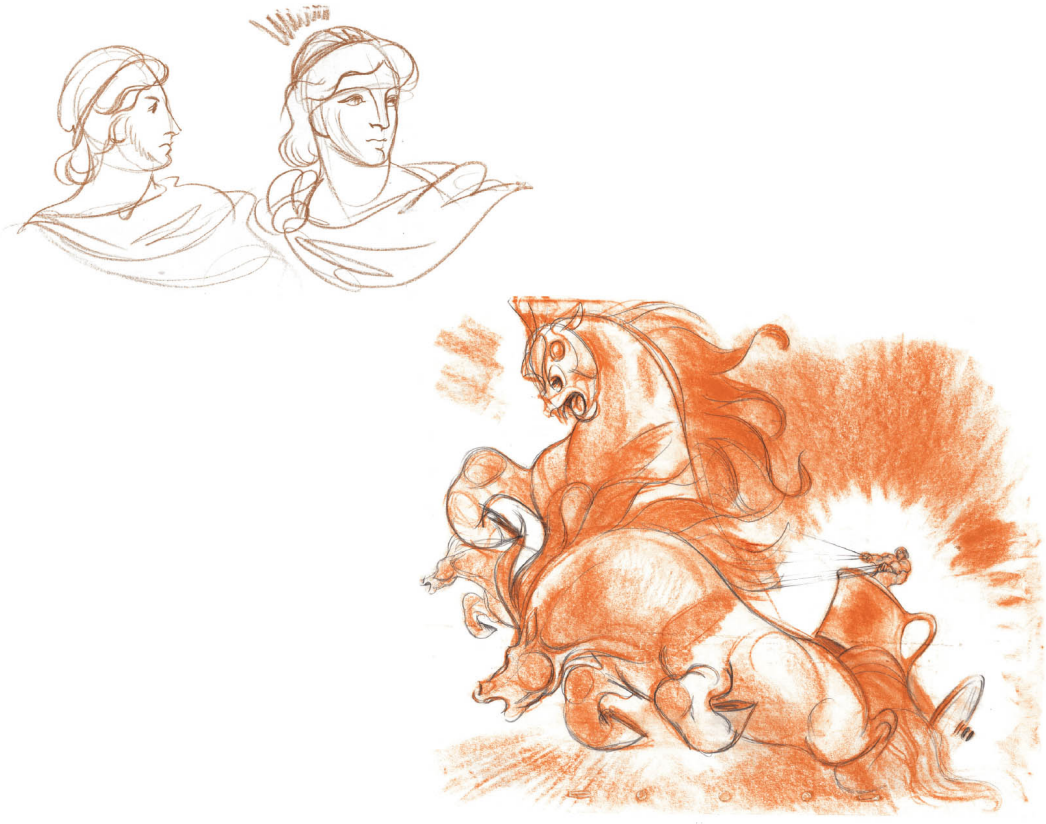
Story sketches for the abandoned *Roland the XIIIth*.

Courtesy: Kelly and Brady Connell.

Early character designs for “The Pastoral Symphony” sequence in *Fantasia*. Courtesy: Heritage Auctions.

Character design for “The Pastoral Symphony.” Courtesy: Kelly and Brady Connell.

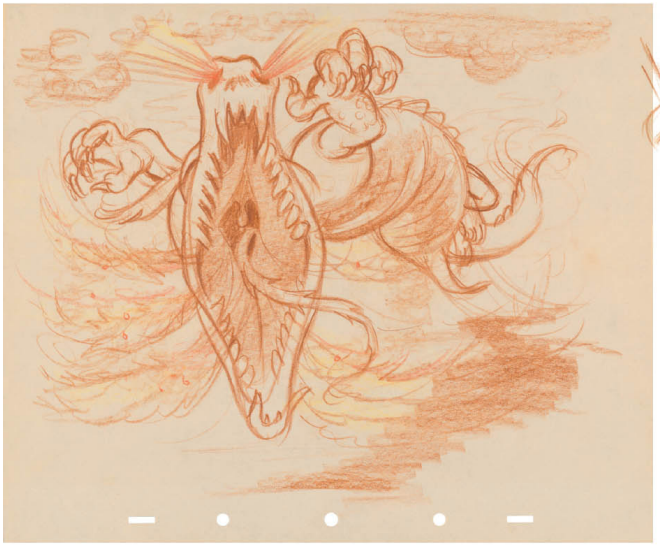
Baby Pegasus and unicorn character designs for *Fantasia*.



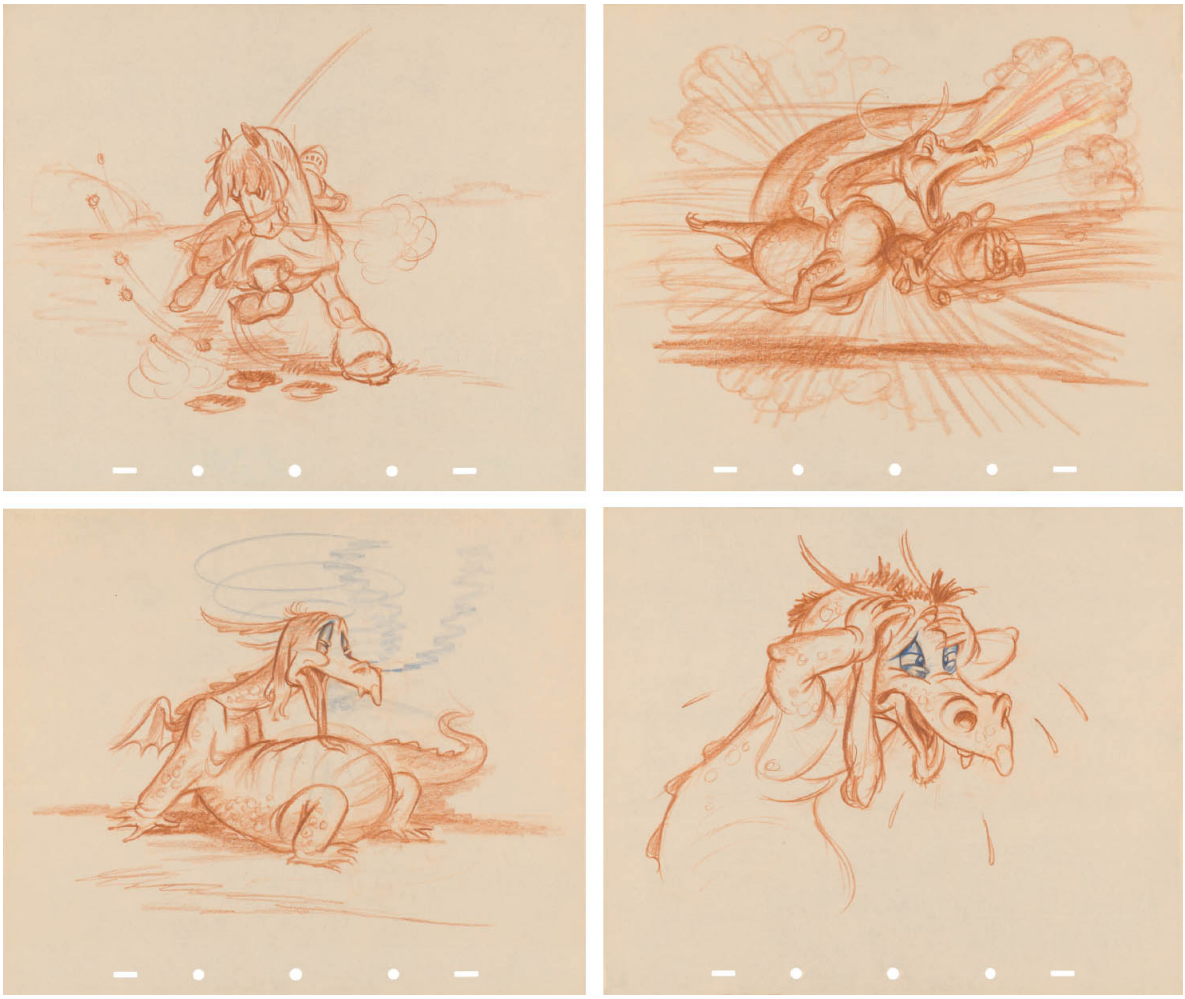
Character designs of Apollo for “The Pastoral Symphony.” Courtesy: Mike and Jeanne Glad.

Model sheet for “The Dance of the Hours” in *Fantasia*.

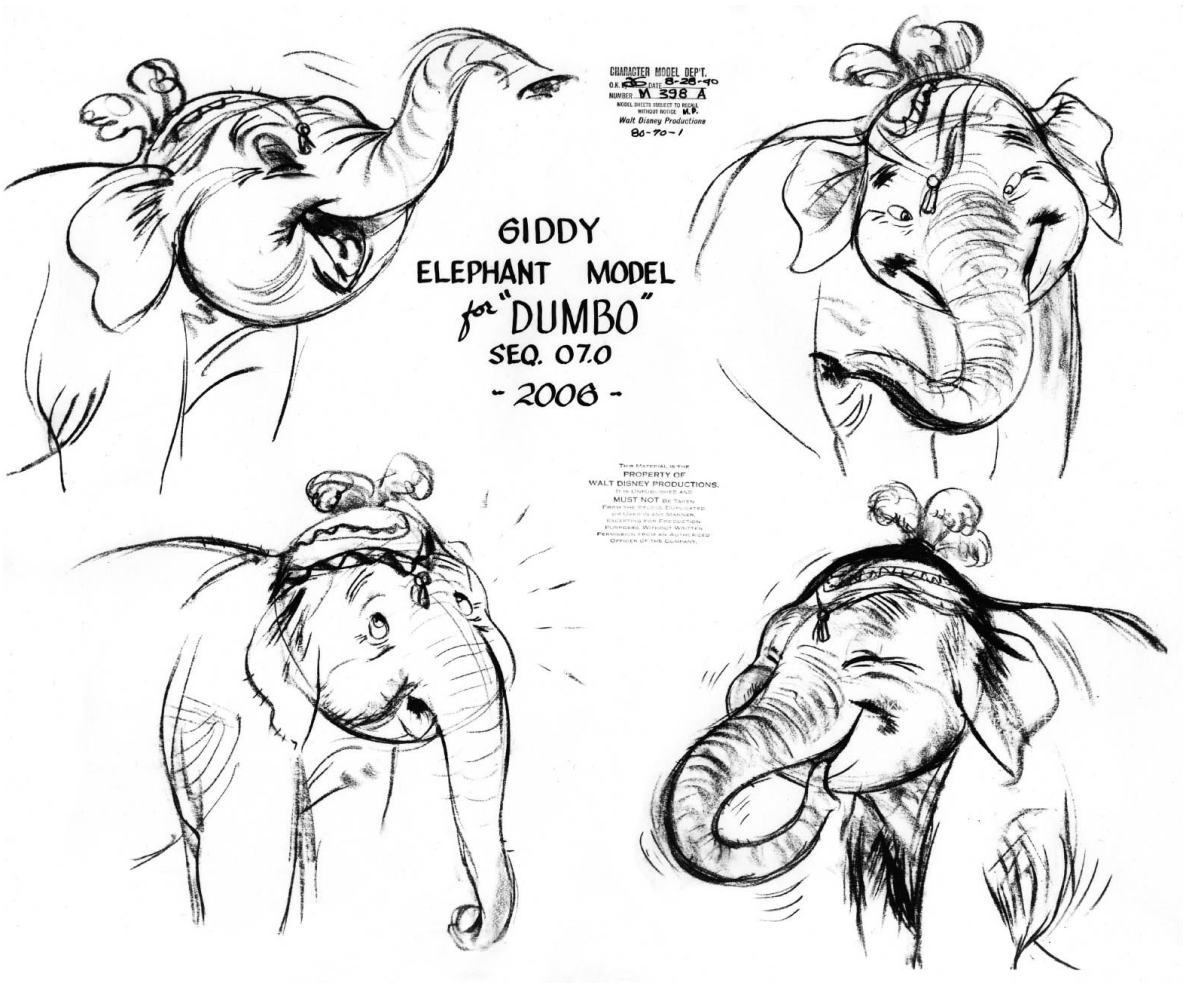
Character designs for *The Reluctant Dragon*. Courtesy: Kelly and Brady Connell.



Story sketches for *The Reluctant Dragon*.

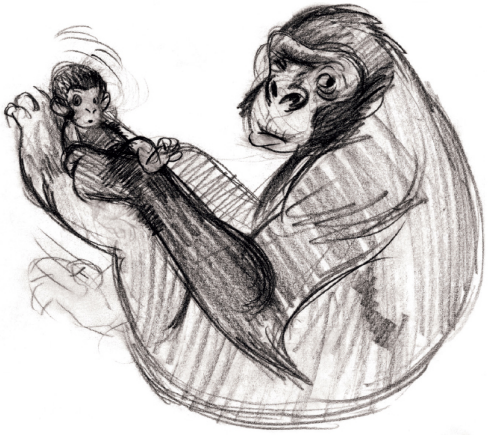


Story sketches for *The Reluctant Dragon*.



Model sheet and character designs for *Dumbo*.

Model sheet and character designs for *Dumbo*.



Model sheet and character designs for *Dumbo*.

Model sheet and character designs for *Dumbo*.

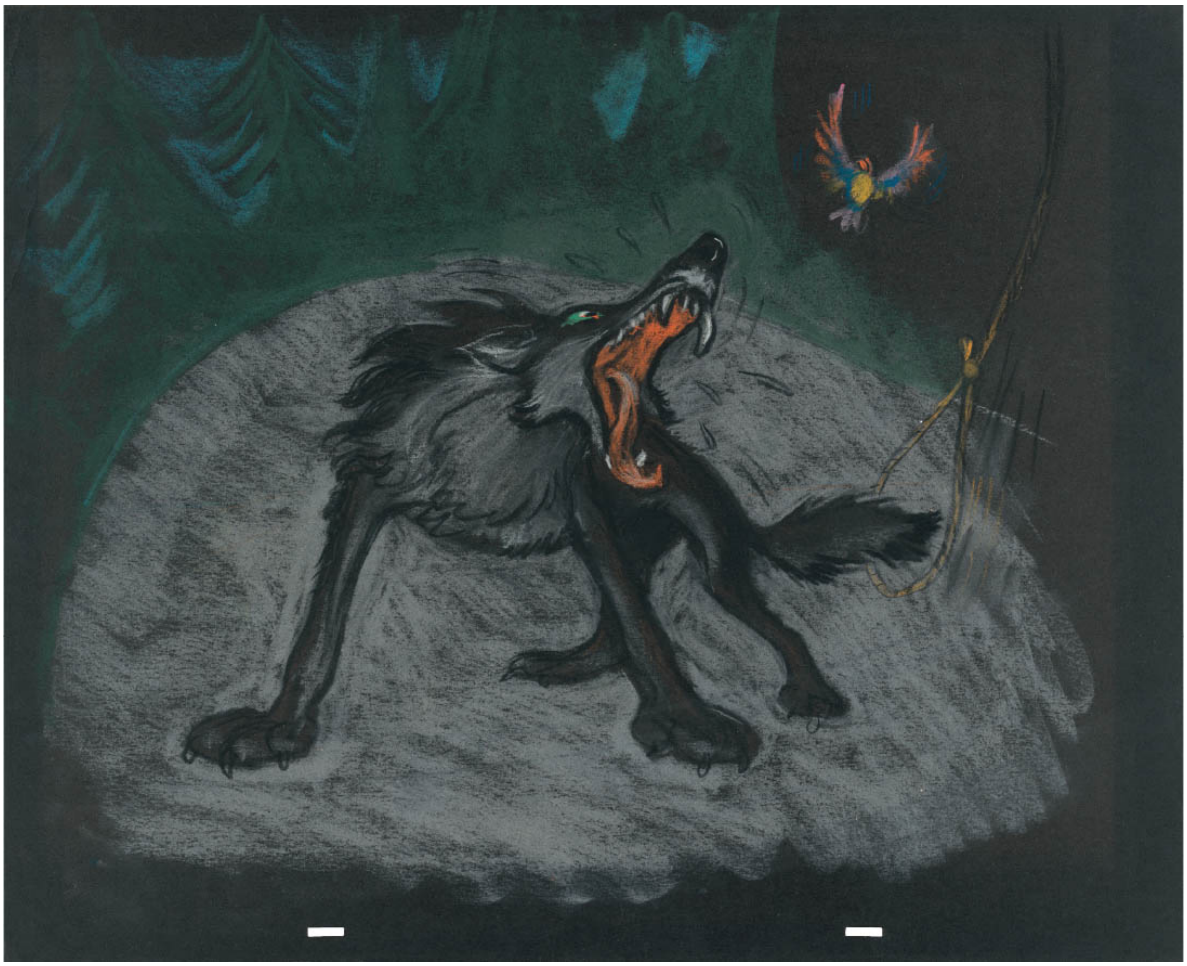
Story sketches for the “Pedro” sequence from *Saludos Amigos*, in the style of Martin Provensen.

Story sketches in the style of Martin Provensen for the 1943 propaganda short *Chicken Little*. A totally different version of the same story was released by Disney in 2005.

Story sketches in the style of Martin Provensen for the 1943 propaganda short *Chicken Little*. A totally different version of the same story was released by Disney in 2005.

Story sketches for the “Peter and the Wolf” sequence of *Make Mine Music* (1946). Martin was particularly proud of those pastel drawings inspired by Russian icons.

Story sketches for the “Peter and the Wolf” sequence of *Make Mine Music* (1946). Martin was particularly proud of those pastel drawings inspired by Russian icons.



Story sketches for the “Peter and the Wolf” sequence of *Make Mine Music* (1946). Martin was particularly proud of those pastel drawings inspired by Russian icons.

Story sketches for the “Peter and the Wolf” sequence of *Make Mine Music* (1946). Martin was particularly proud of those pastel drawings inspired by Russian icons.

Early story sketches for “Lady” (which became *Lady and the Tramp* many years later), in the style of Martin Provensen.

Early story sketches for “Lady” (which became *Lady and the Tramp* many years later), in the style of Martin Provensen.

Early story sketches for “Lady” (which became *Lady and the Tramp* many years later), in the style of Martin Provensen.

ACKNOWLEDGMENTS

This third volume of *They Drew As They Pleased* is a dream come true. I always hoped I might be able to write an in-depth history of Disney's short-lived Character Model Department since I knew that the story would be a fascinating one. I was not disappointed by what I unearthed.

As always, I owe a special debt of gratitude to my wife, Rita, and to my good friend and fellow Disney historian Joe Campana, who hosted me during my weeks of research in Los Angeles, scanned the Campbell Grant and James Bodrero collections, provided moral support, and helped in countless other ways. Dawn Brunker also deserves special thanks for having spent a full day photographing the Johnny Walbridge collection, as does collector and historian Dennis Books, who was kind enough to give me access to his unpublished manuscript *Character Model Department 1938–1941*.

Good historians stand on the shoulders of their predecessors and this book would not exist without the groundbreaking efforts and the exhaustive research conducted by John Canemaker for his own book *Before the Animation Begins*, and without Joseph Smith, who helped me get access to John's notes preserved within the John Canemaker Animation Collection in the Fales Collection at New York University's Bobst Library.

The families and friends of the artists discussed in this volume were key to locating some of the most fascinating treasure troves. This book would not be half what it is without Cecilia Estrada Solá, Carlos Icaza, Rodolfo Kronkle, Maria Carmen Savinovich, Luis Savinovich, and Maria Helena Barrera, who allowed me to get access to Eduardo Solá Franco's correspondence and diaries; nor without Susan Fisher, daughter of Johnny Walbridge; George Miller, half-brother of Jack Miller; Roxanne Lapidus, daughter of Campbell Grant; Lydia Bodrero, daughter of James Bodrero; Karen Mitchell and Richard Provensen, daughter and nephew of Martin Provensen; Jennifer Castrup, daughter of Joe Grant; Richard

Huemer, son of Dick Huemer; Brady and Kelly Connell, sons of Del Connell; and Steve and Toni Littlejohn, son and daughter of Fini Rudiger.

As always, fellow Disney historians Robin Allan, Gunnar Andreassen, Michael Barrier, Jake Friedman, Jim Hollifield, Hans Perk, J. B. Kaufman, and Todd James Pierce also contributed in significant ways to the different chapters of the book.

This art book relied heavily on the collections of the Walt Disney Animation Research Library, and its whole staff went the extra mile to unearth rare documents and other unseen treasures. Eric Boyd, Fox Carney, Doug Engalla, Ann Hansen, Tamara Khalaf, Jackie Vasquez, and Mary Walsh were some of the heroes of this venture.

No significant book about Disney history could be written without the critical help of the Walt Disney Archives. I can't thank its whole team enough for all their support. I tested their patience more than once, and I am therefore especially grateful to Rebecca Cline and her team, especially Kevin Kern, who spent hours trying to locate obscure memos, and Ed Ovalle, who dug up rare correspondence between Walt and his artists; Michael Buckhoff from the Photo Library, who helped dig up rare photos of the Disney artists; and the always-smiling Alesha Reyes, who put up with my constant requests for photocopies.

Paul F. Anderson, Alan Coats, Bob Cowan, Mike and Jeanne Glad, Pierre Lambert, Pete Merolo, Howard Penner, and Ted Thomas all provided artwork from their own collections, as did Auctionata (thanks to Alli Arnold), the Bibliothèque Nationale de France (thanks to Bruno Racine and Sylviane Tarsot-Gillery), Hake's Collectibles (thanks to Alex Winter and Terence Kean), Heritage Auctions (thanks to Jim Lentz), The Ohio State University (thanks to Marilyn Scott and Susan Liberator), Van Eaton Galleries (thanks to Mike Van Eaton and Gabriel Copp), the Walt Disney Family Museum (thanks to Kirsten Komoroske, Michael Labrie, and Mark Gibson), and Wonderful World of Animation (thanks to Debbie Weiss). Various photographs came from the collections of David Lesjak and Brian Lansburgh. A million thanks to all of you.

I also owe some very special thanks to Ron Barbagallo, Kevin Carpenter, Andreas Deja, Gena Downey, Paul Drake, Sébastien Durand, Howard Green, Cat Grishaver, Linda Gunn, Don Hahn, Lisa Janacua, Mindy Johnson, Virginia and John Kimball, Jim Korkis, Brian Lansburgh, Wendy Lefkon, James D. Marks, Jeremy Marx, Are Myklebust, Celbi Pegoraro, Wynn Rankin, Daniel Saeva, Paula Sigman-Lowery, David R. Smith, Sara Srisoonthorn, Julie Svendsen, Philippe Videcoq, and Krista Wong.

Finally, we noticed—and have since corrected—a slight mistake in *The Hidden Art of Disney's Musical Years*. On page 141, the sentence beginning "Retta had originally drawn Mary Poppins . . ." should instead read: "Retta's stylized depictions of the Poppins cast did not necessarily resemble the film's stars, but as with the *Cinderella* books, were whimsical depictions of the characters' personalities. Interestingly, the film's production staff chose to have another artist alter Mary Poppins's face for the album cover only; Retta's art within the LP storybook itself remains intact."

NOTES

[1] Memo from Walt Disney to Dave Hand, December 1935. WDA.

[2] Disney personnel records. WDA.

[3] Richard Kelly, "Two Art Exhibits in La Jolla—Retrospective Show and First for Young Artist," *San Diego Union*, August 18, 1974. Courtesy: Maria Helena Barrera. On May 20, 1936, Phil Dike wrote Don Graham, who was in New York at the time to recruit new artists for the studio: "Have an idea that John Rose would make a good story gag man. What do you think? However, he may not be interested at the present time. If he plans to be out here for a time this summer, as in the past, a try at it wouldn't do any harm." Phil Dike Collection, Scripps College, Claremont, California. John Rose joined the studio on September 21, 1936.

[4] Memo from John Rose to Hal Horne, Subject: The Play's the Thing, October 25, 1938. WDA.

[5] *Annual Title Report*, January 31, 1946. Courtesy: Theo and Laura Halladay.

[6] Inez Henderson joined Disney on April 21, 1937, and left on May 18, 1940; Mary Goodrich joined on March 24, 1938, and left on an unknown date; Diana March (future wife of Disney layout artist Art Heinemann) joined on January 23, 1939, and left on May 25, 1940; and Eva Jane Sinclair (future wife of Disney director Jack Kinney) joined on June 19, 1939, and left on August 18, 1950. John Rose resigned on August 28, 1942. He was replaced as head of the Story Research Department by Ralph Parker, who joined on August 31, 1942, and left on February 4, 1944.

[7] John Rose, interviewed by Milton Gray, March 25, 1978. Unpublished. Courtesy: Michael Barrier.

[8] Dave Smith, September 12, 1972, in *Los Feliz Improvement Association Historical Survey, Volume II: Streets Beginning with H–L*. The Story Research Department moved from Hyperion Avenue to Vine Street on March 6, 1939, according to an article in the studio's internal newsletter, *The Bulletin*, March 7, 1939.

[9] John Canemaker, *Two Guys Named Joe—Master Animation Storytellers Joe Grant & Joe Ranft* (Disney Editions, 2010).

[10] Memo from Walt Disney to Dave Hand, December 1935. WDA.

[11] John Canemaker, *Two Guys Named Joe—Master Animation Storytellers Joe Grant & Joe Ranft* (Disney Editions, 2010).

[12] John Canemaker, *Two Guys Named Joe—Master Animation Storytellers Joe Grant & Joe Ranft* (Disney Editions, 2010).

[13] Email from Hans Perk to the author, December 26, 2015.

[14] Joe Grant, interviewed by Michael Barrier, October 14, 1988, in *Walt's People: Vol. 4*, Didier Ghez, ed. (Theme Park Press, 2015); and Joe Grant, interviewed by John Canemaker, January 7, 1994; September 6, 1994; November 11, 1994; January 7, 1995; July 24, 1995; and April 11, 2003; in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[15] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.

[16] Joe Grant, interviewed by John Canemaker, January 7, 1994; September 6, 1994; November 11, 1994; January 7, 1995; July 24, 1995; and April 11, 2003; in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[17] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.

[18] Ken Anderson, interviewed by Dave Smith, September 5, 1975, in *Walt's People: Vol. 9*, Didier Ghez, ed. (Xlibris, 2010); and Ken Kaganovitch, "Shaking Hands with History," *Animated Life* 1, no. 1 (September 1998).

[19] Memo from Augusta to Walt Disney, January 22, 1937, Subject: Grant's Talk on Caricature at Chouinard's. Courtesy: Jennifer Castrup.

[20] Dennis Books, *Character Model Department 1938–1941*. Unpublished manuscript, based on interviews with Bob Jones, Wah Ming Chang, and Helen Nerbovig. Charles Cristadoro left Disney on August 22, 1940, and rejoined the studio from September 25, 1950 to November 12, 1953, to work on "Project Little Man," a project which would morph into the development of *Audio-Animatronics*® technology.

[21] Paula Sigman-Lowery, "Walt Disney Studios Character Model Statues," *Howard Lowery Fine Animation Art & Related Items*, Monday, December 3, 1990.

[22] Disney personnel records; and Del Connell, interviewed by Alberto Becattini, September 5, 1975, in *Walt's People: Vol. 12*, Didier Ghez, ed. (Xlibris, 2012). Lorna Soderstrom was hired on January 4, 1939, and left Disney on April 9, 1941; Duke Russell was hired on January 16, 1939, joined the Character Model Department on June 5, 1939, and left on March 15, 1941.

[23] Bob Jones, interviewed by Dave Smith, June 12, 1985, in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[24] J. B. Kaufman, *Pinocchio: The Disney Epic* (Walt Disney Family Foundation Press, 2015).

[25] Dennis Books, *Character Model Department 1938–1941*. Unpublished manuscript.

[26] Joe Grant, interviewed by Milt Gray and Michael Barrier, February 28, 1977; April 15, 1997; and August, 1978; and Joe Grant, interviewed by Michael Barrier, December 1986. Unpublished.

[27] Bob Jones, interviewed by Dave Smith, June 12, 1985, in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[28] Joe Grant, interviewed by Michael Barrier, December 1986. Unpublished.

[29] Joe Grant, interviewed by Michael Barrier, October 14, 1988, in *Walt's People: Vol. 4*, Didier Ghez, ed. (Theme Park Press, 2015).

[30] Ward Kimball diaries. Courtesy: Virginia and John Kimball.

[31] John Rose, interviewed by Milton Gray, March 25, 1978. Unpublished.

[32] Eduardo Solá Franco, *Diario de mis Viajes por el Mundo* (Banco Central del Ecuador, 1996); and Rodolfo Kronfle Chambers and Pilar Estrada Lecaro, *Eduardo Solá Franco: el Teatro de los Afectos* (Municipalidad de Guayaquil, 2010).

[33] Eduardo Solá Franco, *Al Pasar* (Casa de la cultura Ecuatoriana, 2008).

[34] Eduardo Solá Franco, *Al Pasar* (Casa de la cultura Ecuatoriana, 2008).

[35] Eduardo Solá Franco, letter to his father, May 27, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.

[36] Eduardo Solá Franco, letter to his mother, June 7, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.

[37] Fini Littlejohn, interviewed by Michael Barrier, April 23, 1997. Unpublished. Also Ancestry.com. Also Fini Rudiger's Disney personnel records. WDA.
[38] Eduardo Solá Franco, letter to his mother, June 7, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[39] Theodor Geisel was a good friend of John Rose's from Dartmouth. In 1940, Rose even managed to convince Geisel to ghostwrite the book *The Life of Donald Duck* (Random House, 1941). For more details, see: Didier Ghez, "The Duck in the Hat" *The Carl Barks Fan Club Pictorial: Our Carl Barks Legacy Issue* (September 2014).
[40] Eduardo Solá Franco, letter to his mother, June 14, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[41] Eduardo Solá Franco, letter to his mother, June 21, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[42] Eduardo Solá Franco, letter to his mother, June 21, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[43] Fini Littlejohn, interviewed by Michael Barrier, April 23, 1997. Unpublished. Fini Rudiger's Disney personnel records. WDA. Drawings recently rediscovered in the collection of historian Paul F. Anderson show that Fini Rudiger created early story drawings for the "Baby Weems" sequence of *The Reluctant Dragon*.
[44] Clyde R. White's Disney personnel records. WDA.
[45] Eduardo Solá Franco, letter to his mother, July 5, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[46] Eduardo Solá Franco, letter to his mother, July 18, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[47] Eduardo Solá Franco, letter to his mother, July 26, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[48] Eduardo Solá Franco, letter to his mother, July 28, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[49] Eduardo Solá Franco, letter to his father, August 31, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[50] Eduardo Solá Franco, letter to his father, September 10, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[51] Eduardo Solá Franco, letter to his father, September 12, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[52] In fact, by 1939, Shull had already graduated to the position of full animator and Tytla was a supervising animator on "Night on Bald Mountain," never a director.
[53] Eduardo Solá Franco, letter to his mother, September 27, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[54] Eduardo Solá Franco, letter to his mother, October 4, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[55] Eduardo Solá Franco, letter to his mother, October 10, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.
[56] Eduardo Solá Franco, letter to his father, October 27, 1939. Courtesy: Cecilia Estrada. Trans. Didier Ghez.

[57] John Rose, interviewed by Milton Gray, March 25, 1978. Unpublished. And Memo from John Rose to Betty Mann, Subject: Report of the Walt Disney South American Field Survey, December 22, 1941. Courtesy: Michael Barrier.

[58] Memo from Don Graham to John Rose, April 1, 1940. WDA.

[59] Charles Solomon, *The Disney That Never Was* (Hyperion, 1995); and John Rose, interviewed by Milton Gray, March 25, 1978. Unpublished.

[60] Memo from Bob Carr to Walt Disney, Subject: Future *Fantasia*s, October 23, 1940. Courtesy: Philippe Videcoq.

[61] Memo, Roy Disney to Walt Disney, November 3, 1950, Walt Disney, 1941–1954 Folder, Roy O. Disney, Inter-Office Correspondence. Disney, Roy O. Trips to Disneyland (1954–61), A3002. WDA.

[62] Joe Grant, interviewed by Michael Barrier, October 14, 1988, in *Walt's People: Vol. 4*, Didier Ghez, ed. (Theme Park Press, 2015).

[63] Susan Fisher, "Johnny Walbridge by His Daughter," July 2014. Collection of the author.

[64] Disney personnel records. WDA.

[65] Memo from Hal Adelquist to Walt Disney, Subject: Layout Men (Feature), April 23, 1936. WDA.

[66] Signed model sheets from *Woodland Café* and *Farmyard Symphony*; and J. B. Kaufman and Russell Merritt, *Walt Disney's Silly Symphonies* (Disney Editions, 2016).

[67] Signed model sheets, January 6, 1940: "Miscellaneous savages and shield suggestions," and "Pelican, crane and turtle models."

[68] Signed model sheets.

[69] Story Meeting, *F#4—Concert Feature—Nutcracker Suite—Chinese Dance* (1-032), November 25, 1938. WDA.

[70] Signed model sheets; and Story Meeting, *Alice in Wonderland*, April 2, 1940. Courtesy: Michael Barrier.

[71] Story Casting Report, W/E July 31, 1942. WDA.

[72] Theo Halladay, interviewed by Robin Allan, June 26, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009); and Theo Halladay, interviewed by Didier Ghez, 2008 and 2009, in *Walt's People: Vol. 12*, Didier Ghez, ed. (Xlibris, 2012).

[73] Memo from Hal Adelquist to Walt Disney, May 17, 1943. WDA.

[74] Undated memo, Hal Adelquist files. Inter-Office Correspondence 1938–1944. WDA.

[75] Susan Fisher, "Johnny Walbridge by His Daughter," July 2014. Collection of the author.

[76] Susan Fisher, "Johnny Walbridge by His Daughter," July 2014. Collection of the author.

[77] Ferdinand Horvath, letter to Walt Disney, March 4, 1939. Collection of the author.

[78] John Canemaker, "In Search of John Parr Miller," in *Walt's People: Vol. 13*, Didier Ghez, ed. (Theme Park Press, 2013).

[79] George and Deborah Miller, interviewed by John Canemaker, November 15, 2005. Unpublished.

[80] John Canemaker, "In Search of John Parr Miller," in *Walt's People: Vol. 13*, Didier Ghez, ed. (Theme Park Press, 2013).

[81] John P. Miller, interviewed by Michael Barrier, October 6, 1991. Unpublished.

[82] John Canemaker, "In Search of John Parr Miller," in *Walt's People: Vol. 13*, Didier Ghez, ed. (Theme Park Press, 2013).
[83] John P. Miller, interviewed by Michael Barrier, October 6, 1991. Unpublished.
[84] "Autobiography of Jack Bradbury," in *Walt's People: Vol. 16*, Didier Ghez, ed. (Theme Park Press, 2015).
[85] John P. Miller, interviewed by Michael Barrier, October 6, 1991. Unpublished.
[86] George and Deborah Miller, interviewed by John Canemaker, November 15, 2005. Unpublished.
[87] Bob Jones, interviewed by Dave Smith, June 12, 1985, in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013); and John Canemaker, *Two Guys Named Joe—Master Animation Storytellers Joe Grant & Joe Ranft* (Disney Editions, 2010).
[88] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.
[89] John P. Miller, interviewed by Michael Barrier, October 6, 1991. Unpublished.
[90] Signed model sheets, various dates.
[91] Memos from Ralph Parker to Walt Disney, Subject: Report of Stories in Progress, c. 1943, and April 3, 1944. WDA. "Johnny Fedora and Alice Bluebonnnet" was initially known as *A Sad Story with a Happy Ending*, or *The Story of a Hat*.
[92] Joe Grant, interviewed by John Canemaker, January 7, 1994; September 6, 1994; November 11, 1994; January 7, 1995; July 24, 1995; and April 11, 2003; in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).
[93] Carol B. Grubb (Joe Grant's daughter), letter to John Canemaker. Undated.
[94] George Miller, interviewed by the author, December 2, 2014.
[95] Ibid.
[96] John P. Miller, interviewed by Michael Barrier, October 6, 1991. Unpublished.
[97] George Miller, interviewed by the author, December 2, 2014.
[98] Journal (handwritten on Alvear Palace stationery), Jack Miller, September 8–17, 1941. Courtesy: J. B. Kaufman.
[99] J. B. Kaufman, *South of the Border with Disney: Walt Disney and the Good Neighbor Program* 1941–1948 (Disney Editions, 2009); and Richard Huemer, interviewed by Joe Adamson, 1968 and 1969, in *Walt's People: Vol. 4*, Didier Ghez, ed. (Xlibris, 2007).
[100] Based on a publicity photo of Miller at his desk that includes drawings of *Bongo* and of *Don Quixote*.
[101] Memo from John C. Rose, Subject: Current Book Program, April 10, 1941. WDA.
[102] John P. Miller, interviewed by Michael Barrier, October 6, 1991. Unpublished.
[103] Memo from Hal Adelquist to Walt Disney, May 15, 1942. WDA. The project never made it to the screen.
[104] John Canemaker, "In Search of John Parr Miller," in *Walt's People: Vol. 13*, Didier Ghez, ed. (Theme Park Press, 2013).
[105] Memo from Hal Adelquist to Walt Disney, Daily Report, February 11, 1946. WDA.
[106] Memo from Hal Adelquist to Roy Disney, Story Inventory Report, May 27, 1947. Courtesy: Michael Barrier.

[107] George and Deborah Miller, interviewed by John Canemaker, November 15, 2005; and George Miller, interviewed by the author, December 2, 2014. Unpublished.
[108] John Canemaker, "In Search of John Parr Miller," in *Walt's People: Vol. 13*, Didier Ghez, ed. (Theme Park Press, 2013).
[109] George and Deborah Miller, interviewed by John Canemaker, November 15, 2005.
[110] All the information about Campbell Grant's early life and career comes from Roxanne Grant Lapidus, "Brothers in Art Campbell Grant (1909–1992) and Gordon Kenneth Grant (1908–1940)," *Noticias—Quarterly Magazine of the Santa Barbara Historical Society*, Vol. XLIX, no. 3 (Autumn 2003).
[111] Campbell Grant, interviewed by Milton Gray, February 2, 1977. Courtesy: Michael Barrier.
[112] Campbell Grant, interviewed by Milton Gray, February 2, 1977. Courtesy: Michael Barrier.
[113] Memo from Hal Adelquist to Walt Disney, Subject: Layout Men (Feature), April 23, 1936. WDA.
[114] Historian J. B. Kaufman notes: "Campbell Grant shows up as an assistant and (for one scene) as a full animator on sequence 7A of *Snow White and the Seven Dwarfs* (the queen's transformation into a witch)."
[115] Campbell Grant, interviewed by Milton Gray, February 2, 1977. Courtesy: Michael Barrier.
[116] Signed model sheets, various dates.
[117] Roxanne Grant Lapidus, "Brothers in Art Campbell Grant (1909–1992) and Gordon Kenneth Grant (1908–1940)," *Noticias—Quarterly Magazine of the Santa Barbara Historical Society*, Vol. XLIX, no. 3 (Autumn 2003).
[118] Campbell Grant, letter to Clara Louise Tuckerman, April 17, 1939. Courtesy: Roxanne Lapidus.
[119] Campbell Grant, letter to Clara Louise Tuckerman, May 2, 1939. Courtesy: Roxanne Lapidus.
[120] Campbell Grant, letter to Clara Louise Tuckerman, July 5, 1939. Courtesy: Roxanne Lapidus.
[121] Campbell Grant, letter to Clara Louise Tuckerman, June 24, 1939. Courtesy: Roxanne Lapidus.
[122] Campbell Grant, letter to Clara Louise Tuckerman, July 24, 1939. Courtesy: Roxanne Lapidus.
[123] Campbell Grant, letter to Clara Louise Tuckerman, August 8, 1939. Courtesy: Roxanne Lapidus.
[124] Campbell Grant, letter to Clara Louise Tuckerman, August 21, 1939. Courtesy: Roxanne Lapidus.
[125] Campbell Grant, letter to Clara Louise Tuckerman, September 9, 1939. Courtesy: Roxanne Lapidus.
[126] Campbell Grant, letter to Clara Louise Tuckerman, September 20, 1939. Courtesy: Roxanne Lapidus.
[127] Walt Disney left on September 15, 1939, from Los Angeles and arrived back on October 4.
[128] Campbell Grant, letter to Clara Louise Tuckerman, October 19, 1939. Courtesy: Roxanne Lapidus.
[129] Lydia Reed Bodrero, interviewed by John Canemaker, January 8, 1995. Unpublished.
[130] Lydia Reed Bodrero, interviewed by Didier Ghez, April 2, 2015.

[131] Campbell Grant, letter to Clara Louise Tuckerman, October 31, 1939. Courtesy: Roxanne Lapidus.
[132] Campbell Grant, letter to Clara Louise Tuckerman, November 8, 1939. Courtesy: Roxanne Lapidus.
[133] Campbell Grant, letter to Clara Louise Tuckerman, November 14; November 20; and November 30, 1939. Courtesy: Roxanne Lapidus.
[134] Campbell Grant, letter to Clara Louise Tuckerman, December 11, 1939. Courtesy: Roxanne Lapidus.
[135] Campbell Grant, letter to Clara Louise Tuckerman, December 21, 1939. Courtesy: Roxanne Lapidus.
[136] Campbell Grant, letter to Clara Louise Tuckerman, January 5, 1940. Courtesy: Roxanne Lapidus.
[137] Campbell Grant, letter to Clara Louise Tuckerman, January 19, 1940. Courtesy: Roxanne Lapidus.
[138] Campbell Grant, letter to Clara Louise Tuckerman, January 31, 1940. Courtesy: Roxanne Lapidus.
[139] Campbell Grant, letter to Clara Louise Tuckerman, February 8, 1940. Courtesy: Roxanne Lapidus.
[140] Campbell Grant, letter to Clara Louise Tuckerman, February 19, 1940. Courtesy: Roxanne Lapidus.
[141] Roxanne Grant Lapidus, "Brothers in Art Campbell Grant (1909–1992) and Gordon Kenneth Grant (1908–1940)," *Noticias—Quarterly Magazine of the Santa Barbara Historical Society*, Vol. XLIX, no. 3 (Autumn 2003).
[142] *The Emperor's New Clothes—History*, undated memo, Ralph Parker folder. Inter-Office Correspondence 1938–1944. WDA.
[143] James Bodrero, interviewed by Milton Gray, January 29, 1977. Courtesy: Michael Barrier.
[144] Memo from Hal Adelquist to Walt Disney, October 29, 1943. WDA. And Campbell Grant, interviewed by Milton Gray, February 2, 1977. Courtesy: Michael Barrier.
[145] Story Casting Report, W/E July 31, 1942. And undated memo, Hal Adelquist files. Inter-Office Correspondence 1938–1944. WDA.
[146] Campbell Grant, interviewed by Milton Gray, February 2, 1977. Courtesy: Michael Barrier.
[147] Campbell Grant, interviewed by Milton Gray, February 2, 1977. Courtesy: Michael Barrier.
[148] Email from J. B. Kaufman to the author, June 16, 2016.
[149] Graham Webb, *The Animated Film Encyclopedia* (McFarland & Company, 2006).
[150] Roxanne Grant Lapidus, "Brothers in Art Campbell Grant (1909–1992) and Gordon Kenneth Grant (1908–1940)," *Noticias—Quarterly Magazine of the Santa Barbara Historical Society*, Vol. XLIX, no. 3 (Autumn 2003).
[151] Campbell Grant to Clara Louise Tuckerman, October 31, 1939. Courtesy: Roxanne Lapidus.
[152] Obituary by Lydia Bodrero. Courtesy: John Canemaker.
[153] Lydia Bodrero, interviewed by Didier Ghez, April 2, 2015.
[154] James Bodrero, interviewed by Milton Gray, January 29, 1977, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).
[155] Signed model sheets.

[156] Campbell Grant, letter to Lydia Bodrero, September 7, 1982. Courtesy: John Canemaker.
[157] Lydia Bodrero Reed, interviewed by John Canemaker, January 8, 1995. Unpublished. Courtesy: John Canemaker.
[158] James Bodrero, interviewed by Milton Gray, January 29, 1977, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).
[159] Campbell Grant, letter to Clara Louise Tuckerman, February 8, 1940. Courtesy: Roxanne Lapidus.
[160] Campbell Grant, letter to Clara Louise Tuckerman, February 19, 1940. Courtesy: Roxanne Lapidus.
[161] *The Emperor's New Clothes—History*, undated memo, Ralph Parker folder. Inter-Office Correspondence 1938–1944. WDA. *Meeting on the "Benchley" Picture*, May 7, 1940. WDA.
[162] James Bodrero, interviewed by Milton Gray, January 29, 1977, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).
[163] Didier Ghez, *Disney's Grand Tour* (Theme Park Press, 2013); and Disney Studios Research Library Accession Book. Walt Disney Imagineering.
[164] Memo from Hal Adelquist to Walt Disney, October 29, 1943. WDA.
[165] Flyer from the Screen Cartoonists, June 18, 1941. Courtesy: Jake Friedman. And Ward Kimball diaries. Courtesy: John and Virginia Kimball.
[166] Janet Martin diary, September 10; September 15; and September 16, 1941. Courtesy: Brian Lansburgh.
[167] Larry Lansburgh's diary. September 27, 1941. Courtesy: Brian Lansburgh.
[168] J. B. Kaufman notes: "Bodrero was assigned to *Aquarela do Brasil* very early in development, and he was designated as a member of the crew for the story that eventually became *Pedro* even before the South American trip." Email to the author, June 16, 2016.
[169] Memo from Larry Lansburgh to Walt Disney, June 27, 1941. WDA.
[170] Alex Viany, "Híbrido é a avó torta!" *O Cruzeiro*, July 27, 1946.
[171] *Soy Bean*: Memo from Hal Adelquist to Walt Disney, May 15, 1942. WDA. *Victory Through Air Power*: Story Casting Report, W/E July 31, 1942. And undated memo, Hal Adelquist files. Inter-Office Correspondence 1938–1944. WDA.
[172] Donald Sturrock, *Storyteller—The Authorized Biography of Roald Dahl* (Simon & Schuster, 2010).
[173] Memo from Hal Adelquist to Walt Disney, December 9, 1943. WDA.
[174] *Report of Stories in Progress, Music Subjects*, ca. 1943, Ralph Parker folder, Inter Office Correspondence 1938–1944, N-Q, A1630. WDA. And Didier Ghez, *They Drew As They Pleased—The Hidden Art of Disney's Musical Years* (Chronicle Books, 2016). The project *How To Get Hep* was put in production on September 20, 1943, and was shelved on January 26, 1944, according to an email from Disney archivist Kevin Kern to the author, May 16, 2016.
[175] Memo from Jim Bodrero to Walt Disney, Subject: Story Suggestion, April 4, 1944. WDA.
[176] James Bodrero, interviewed by Milton Gray, January 29, 1977, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).
[177] Didier Ghez, *They Drew As They Pleased—The Hidden Art of Disney's Musical Years* (Chronicle Books, 2016).
[178] Obituary by Lydia Bodrero. Courtesy: John Canemaker.

[179] Memo from Hal Adelquist to Harry Teitel, Subject: Carnival, November 30, 1945 WDA.

[180] Memo from Jim Bodrero to Walt Disney, March 27, 1946, Subject: Legend of Sleepy Hollow. WDA. And Retta Scott, interviewed by Robin Allan, November 1, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).

[181] Memo from Hal Thompson, Subject: *Fantasia*, August 10, 1938.

[182] A memo from Bill Anderson, June 26, 1946, suggests that by that date, Bodrero, along with storymen Grant, Sturdevant, and Del Connell had started working for the studio on an adaptation of Ibsen's play *Peer Gynt*. WDA.

[183] Obituary by Lydia Bodrero. Courtesy: John Canemaker.

[184] Joe Grant, interviewed by John Canemaker, January 7, 1994; September 6, 1994; November 11, 1994; January 7, 1995; July 24, 1995; and April 11, 2003; in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[185] Ken O'Connor, interviewed by Mark Langer, May 24, 1991, in *Walt's People: Vol. 9*, Didier Ghez, ed. (Xlibris, 2010).

[186] Richard Provensen, interviewed by the author, August 14, 2015. All other quotes by Richard Provensen come from this interview.

[187] Nancy Willard, "The Birds and the Beasts Were There: An Interview with Martin Provensen," *The Lion and the Unicorn*, Vol. 7/8, 1983–84.

[188] Martin Provensen, Personnel Record. WDA.

[189] Nancy Willard, "The Birds and the Beasts Were There: An Interview with Martin Provensen," *The Lion and the Unicorn*, Vol. 7/8, 1983–84.

[190] Milt Neil, interviewed by Paul F. Anderson, August 21, 1994, in *Walt's People: Vol. 13*, Didier Ghez, ed. (Theme Park Press, 2013). Milt Neil was hired on July 6, 1936; Phil Duncan on November 4, 1935; and Walt Kelly on January 6, 1936.

[191] Nancy Willard, "The Birds and the Beasts Were There: An Interview with Martin Provensen," *The Lion and the Unicorn*, Vol. 7/8, 1983–84.

[192] Martin Provensen, interviewed by J. B. Kaufman, November 21, 1985. Unpublished.

[193] According to Martin Provensen's Disney personnel record, it was Art Heinemann who brought Provensen to the Disney studio. Heinemann had been hired on April 12, 1937.

[194] Martin Provensen, interviewed by J. B. Kaufman, November 21, 1985. Unpublished.

[195] Joe Grant, interviewed by Michael Barrier, October 14, 1988; and Martin Provensen, interviewed by J. B. Kaufman, November 21, 1985. Unpublished.

[196] Martin Provensen, interviewed by J. B. Kaufman, November 21, 1985. Unpublished.

[197] The dates in this paragraph are based on the dates of the various model sheets "signed" by Martin Provensen.

[198] Campbell Grant, letter to Clara Louise Tuckerman, May 2, 1939. Courtesy: Roxanne Lapidus.

[199] Richard Provensen, interviewed by the author, August 14, 2015.

[200] The dates in this paragraph are mostly based on the dates of the various model sheets "signed" by Martin Provensen; and Richard Huemer, interviewed by Joe Adamson, 1968 and 1969, in *Walt's People: Vol. 4*, Didier Ghez, ed. (Theme Park Press, 2015). According to a note by Disney archivist Kevin Kern sent to the author on May 4, 2016, other artists assigned to *Roland the XIIIth* included Joe Grant, Dick Huemer, Campbell Grant and Dun Roman.

[201] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.

[202] Martin Provensen, interviewed by J. B. Kaufman, November 21, 1985. Unpublished.

[203] Martin Provensen, interviewed by J. B. Kaufman, November 21, 1985. Unpublished.

[204] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.

[205] *Reason and Emotion*: Story Casting Report W/E, July 31, 1942. WDA. *Chicken Little*: Memo from Harry Teitel to Walt Disney, October 29, 1942, Subject: Suggested Organizational Setup. WDA. *War of Nerves*: Memo from Hal Adelquist to Walt Disney, May 15, 1942. WDA. *Prelude to War*: Charles Solomon, *The Disney That Never Was* (Hyperion, 1995). The synopsis of *War of Nerves* appears in a booklet from February 1942, *Ideas for More Walt Disney Films for South American Release*, written by Bob Carr: "Exposing Goebbels' technique of spreading lies, doubt and suspicion among Good Neighbors. We show how ideas can be more dangerous than bombs. We show South America being 'shelled' by Axis radios, show the 'propaganda bombs' landing and bursting like real bombs, throwing harmful rumors far and wide. Backed up with sufficient facts about Axis propaganda activities in South America, this should be an effective counter-stroke." Courtesy: J. B. Kaufman. Martin Provensen also took part in a story meeting about the Donald Duck short *The New Spirit*, on December 23, 1941.

[206] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.

[207] Martin Provensen, interviewed by Michael Barrier, July 4, 1983. Unpublished.

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